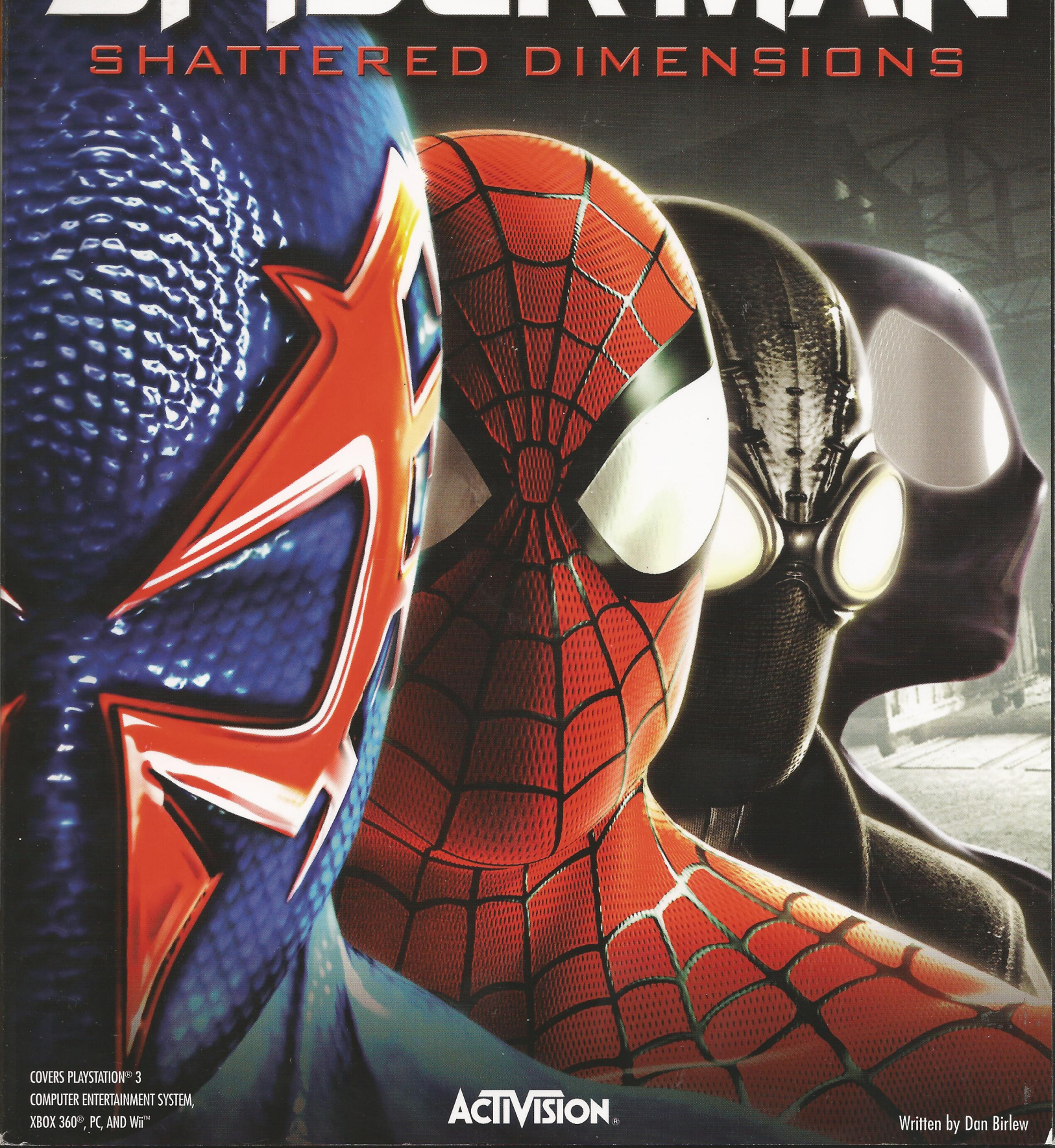




SPIDER-MAN

SHATTERED DIMENSIONS



COVERS PLAYSTATION[®] 3
COMPUTER ENTERTAINMENT SYSTEM,
XBOX 360[®], PC, AND WII[™]

ACTIVISION[®]

Written by Dan Birllew



THE SPECTACULAR SPIDER-MEN

Set in the Marvel Multiverse, *Spider-Man™: Shattered Dimensions* reveals what happens when an ancient artifact – the Tablet of Order and Chaos – is fragmented, affecting multiple dimensions. To set the multiverse right, Madame Web enlists the aid of four Spider-Men in four different dimensions to find the fragments of the Tablet of Order and Chaos and return them to the Amazing dimension to be reunited.

Unfortunately, villains in each dimension also learn of the Tablet fragments, and seek to find the pieces for themselves and harness their power for their own nefarious ends. The Spider-Men must defeat these villains to regain the Tablet pieces and prevent inter-dimensional disaster.

Spider-Man: Shattered Dimensions allows players to control four different Spider-Men, each with unique abilities and fighting moves. The heroes square off against familiar Marvel Universe villains as well as new versions never seen before, debuting in this game for the first time!

AMAZING SPIDER-MAN™

Height: 5'10"

Weight: 167 lbs.

Eyes: Hazel

Hair: Brown

Real Name: Peter Benjamin Parker

Identity: Secret

Occupation: Adventurer, freelance photographer

Citizenship: U.S.A.

Place of Birth: Forest Hills, Queens, New York

Education: BS in physics, doctoral studies in biochemistry at ESU (incomplete)

First Appearance: *Amazing Fantasy* #15 (1962)

While attending a demonstration in radiology, Peter Parker was bitten by a spider, which had accidentally been exposed to radioactive rays. Through a miracle of science, Peter soon found he had gained that spider's powers and had, in effect, become a human spider!

At first Peter tried to cash in on his new abilities, using them only for personal gain. But when he failed to use those powers for the common good – when he let a common thief get away, a man he could have easily stopped – Peter Parker paid a terrible price. That same thief would go on to kill his beloved Uncle Ben.

From that moment on, Peter learned a valuable lesson: that with great power there must also come great responsibility! Now, wherever there's trouble, whenever a criminal's on the loose, or lives in danger, Peter Parker swings to the rescue as the one, the only, the AMAZING SPIDER-MAN!



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A full-page illustration of Spider-Man Noir. He is shown in a dynamic, crouching pose, ready for action. He wears a black, textured suit with white spider-like patterns on the forearms and legs. His mask has large, white, oval eye lenses. The background is a dark, industrial interior with blue and green lighting, featuring scaffolding and structural elements.

SPIDER-MAN NOIR

Height: 5'10"

Weight: 167 lbs.

Eyes: Hazel

Hair: Brown

Real Name: Peter Parker

Identity: Secret

Occupation: Photojournalist, reporter

Citizenship: U.S.A.

Place of Birth: Forest Hills, Queens, New York

Education: High School graduate (saving for college to study science)

First Appearance: *Spider-Man Noir* #1 (2008)

In an alternate New York City in 1933, Peter Parker's life changed forever the night he was bitten by a spider of mystical origin. He would become the Spider-Man to avenge the heinous murder of his Uncle Ben at the hands of Norman "the Goblin" Osborn – and later to continue to fight against the other monsters of society.

In the weeks following Uncle Ben's murder (before "the bite"), Peter's inherent belief in injustice and standing up to the miscreants of society took shape under the tutelage of Daily Bugle photojournalist Ben Urich. Following a tip meant for Urich, Peter hid in the shadows as he watched the Goblin's goons drop a crate of stolen antiques, revealing the statue of an ancient spider god – as well as countless venomous spiders of a rare and huge species. When one of the spiders bit Peter, he entered a hallucinogenic state in which a spider god declared he was now bestowed with "the curse of power." When he awoke, Peter discovered a strange array of spider-like abilities – powers he has since put to good use, defeating not only the Goblin, but also the likes of the Crime Master and Nazi scientist Doctor Otto Octavius.

With the help of Madame Web, who has temporarily harnessed power from the Tablet of Order and Chaos, Peter enjoys a slightly wider array of powers than he is used to, such as Web-Slinging, pulling enemies toward him using webs, and clinging to walls. He'll be happy to part with these newfound gifts, however, if it means saving reality from its current peril...

ULTIMATE SPIDER-MAN

Height: 5'5"

Weight: 140 lbs.

Eyes: Brown

Hair: Brown

Real Name: Peter Parker

Identity: Known to S.H.I.E.L.D.; otherwise secret

Occupation: Student; Daily Bugle intern and website maintainer; former wrestler

Citizenship: U.S.A.

Place of Birth: Unknown

Education: High school (not yet graduated)

First Appearance: (as Peter) *Ultimate Spider-Man* #1 (2000); (as Spider-Man) *Ultimate Spider-Man* #3 (2001); (wearing black suit) *Ultimate Spider-Man* #34 (2003)

While on a field trip to Osborn Industries, high school student Peter Parker was bitten by a genetically enhanced spider, gifting him with spider-like powers and providing the Ultimate dimension with its own Spider-Man. Peter is still early on in his adventures, still making mistakes, and still learning a lot as he goes.

In the past, Peter has found himself bonded to a black, chemical substance that was created by his own father and the father of Eddie Brock in an effort to cure cancer. Though this black "suit" enhanced all of Peter's spider-powers, it also brought out his dark side and nearly drove him to kill.

With the fate of reality at hand, Madame Web has gifted Peter with the ability to wear the suit without such pesky side effects, convincing our hero to don black once again – and even a chance to enjoy it this time. Once he plays his part in saving reality, however, this control will wane. And rest assured... that suit is coming off for good!





SPIDER-MEN

GAME BASICS

CHARACTER
UPGRADES

COMBAT
UPGRADES

SPIDER-MAN 2099

Height: 5'10"

Weight: 170 lbs.

Eyes: Brown

Hair: Brown

Real Name: Miguel O'Hara

Identity: Secret

Occupation: Adventurer, geneticist

Citizenship: U.S.A.

Place of Birth: Nueva York, U.S.A.

Education: Advanced degree in genetics

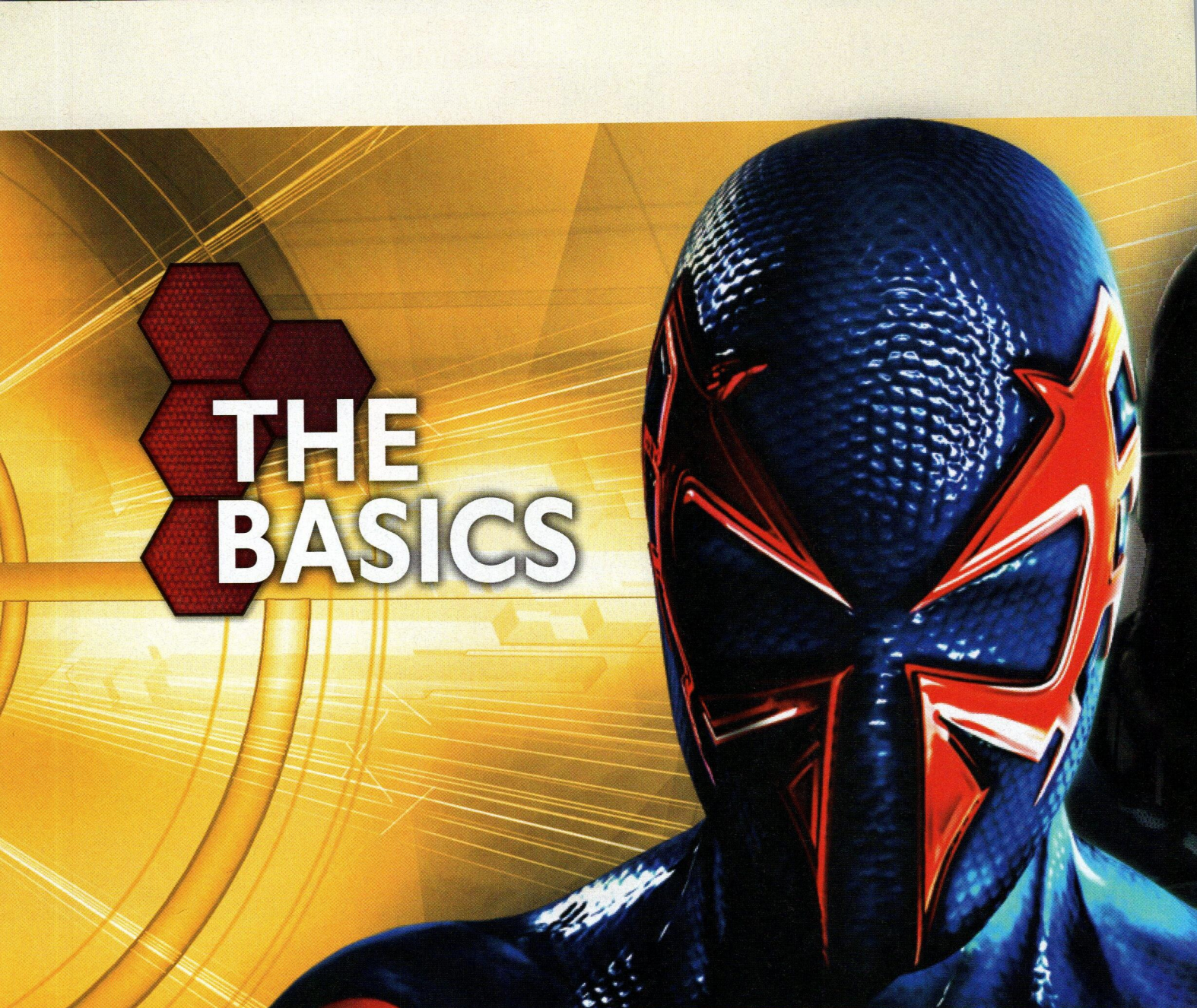
First Appearance: *Spider-Man 2099* #1 (1992)

While Spider-Men exist throughout time and space, not all are different versions of Peter Parker. Case in point: Miguel O'Hara, the Spider-Man of 2099, whose powers originate not from a spider bite, but instead from an attempt on his life gone awry.

Once employed by one of the largest mega-corporations in the world, Alchemax, Miguel was tasked to create a device that would restructure a person's DNA with that of a spider's – inspired by tales of the "Heroic Age" (a.k.a. the time of modern heroes). Alchemax had hoped to create a company-owned version of Spider-Man. Against Miguel's wishes, Alchemax used a preliminary version of his work on a human test subject, and when the man died, Miguel quit the project immediately. That was when he was informed that Alchemax had secretly been slipping him a highly addictive drug called Rapture – a drug owned and produced solely by the company itself.

Miguel snuck back into his lab and tried to use his genetic splicing device to remove all of the Rapture from his system, but little did he know that a jealous coworker had tampered with the machine, setting it to repeat the spider-DNA splicing program. This time, however, instead of killing its subject, the experiment worked. Miguel developed powers similar to those of Peter Parker and felt it was his responsibility to suit up as the Spider-Man of 2099.

Instead of being a Spider-Man that Alchemax could own and control, Miguel became just the opposite – a force for good, constantly fighting to expose the giant corporation and all of its evil schemes.

The title card features a close-up of Spider-Man's head in his blue and red suit, looking forward. The background is a bright yellow with curved, glowing lines. To the left of Spider-Man's head, the words "THE BASICS" are written in large, white, bold letters. The word "THE" is positioned above "BASICS". To the left of the text, there are three red hexagons stacked vertically, each containing a white spider web pattern.

THE BASICS

Spider-Man: Shattered Dimensions reveals what happens when an ancient artifact – the Tablet of Order and Chaos – is fragmented, affecting multiple dimensions. To set things right, Madame Web enlists the aid of four Spider-Men in four different dimensions to find the fragments of the Tablet of Order and Chaos and reunite them.

Unfortunately, villains in each dimension also learn of the Tablet fragments, and seek to find the pieces for themselves and harness their power for their own nefarious ends. The Spider-Men must defeat these villains to regain the Tablet pieces and prevent inter-dimensional disaster.

Spider-Man: Shattered Dimensions allows players to control four different Spider-Men, each with unique abilities and fighting moves. The heroes square off against familiar Marvel Universe villains, as well as new versions never seen before, debuting in this game for the first time!

When evil mastermind Mysterio attempts to steal the Tablet of Order and Chaos and ends up breaking it, reality shatters in an unexpected manner affecting multiple dimensions! In each dimension, there is a Spider-Man to save the day. Amazing Spider-Man is from the classic Marvel Universe. Spider-Man Noir fights in an alternate 1933 timeline against nightmarish gangsters. Ultimate Spider-Man, once again donning the black suit, must save the Ultimate universe, which runs parallel to the Amazing Spider-Man's universe. And Spider-Man 2099 is Miguel O'Hara, former Alchemax working stiff and the new Spider-Man in a high-tech future world.

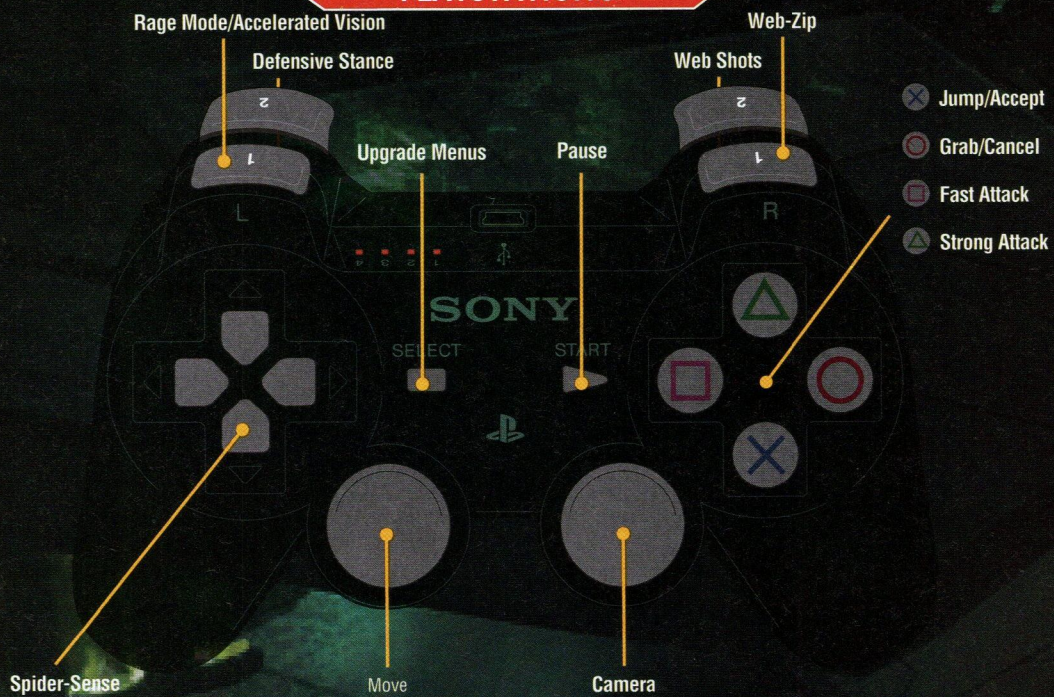
Each Spider-Man must find the Tablet fragments and return them to Madame Web to restore balance and save their respective dimensions. Only the task may prove even trickier than it sounds, especially since powerful villains have heard about the Tablet fragments and are seeking the pieces for themselves. This chapter explains everything you need to know in order to start this adventure properly.



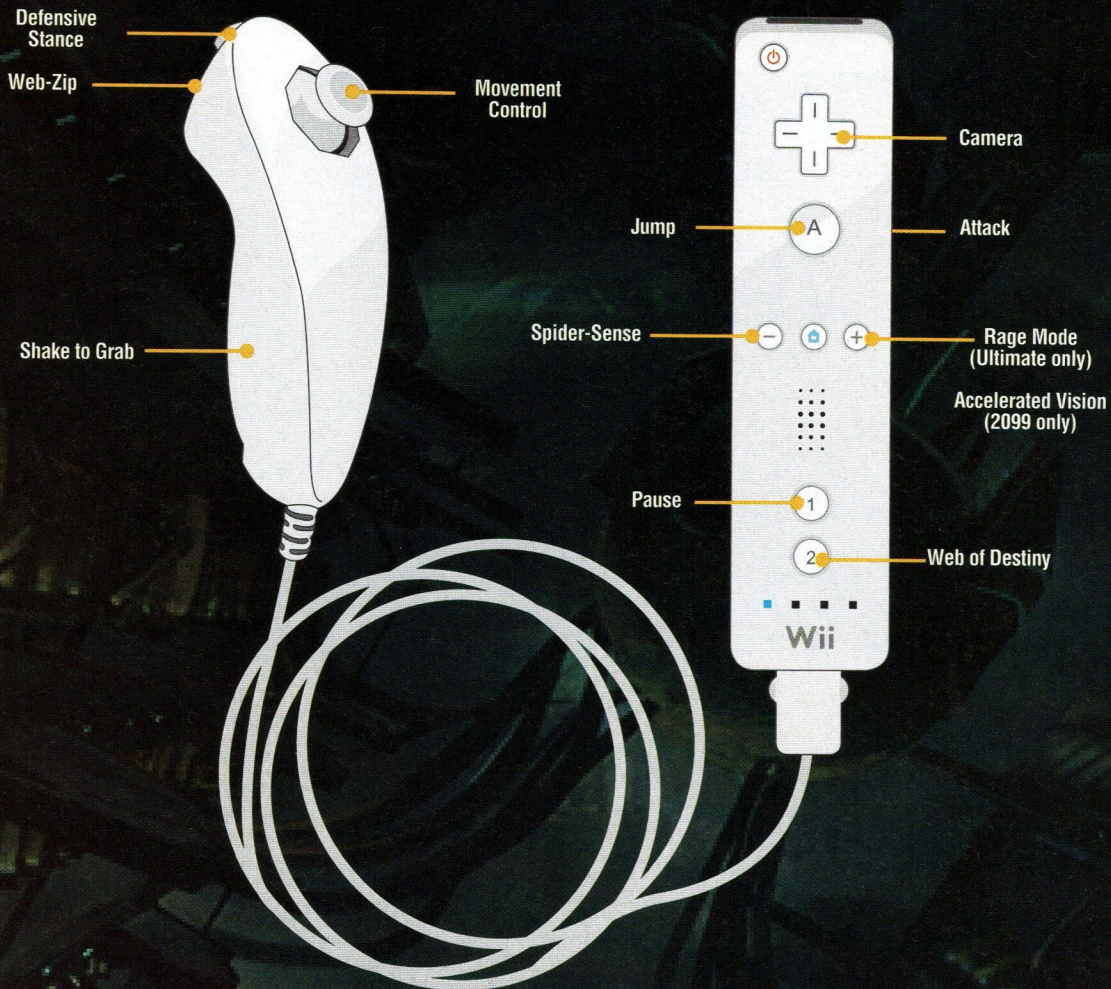
XBOX 360



PLAYSTATION 3



Wii



SPIDER-MEN

GAME BASICS

CHARACTER
UPGRADES

COMBAT
UPGRADES

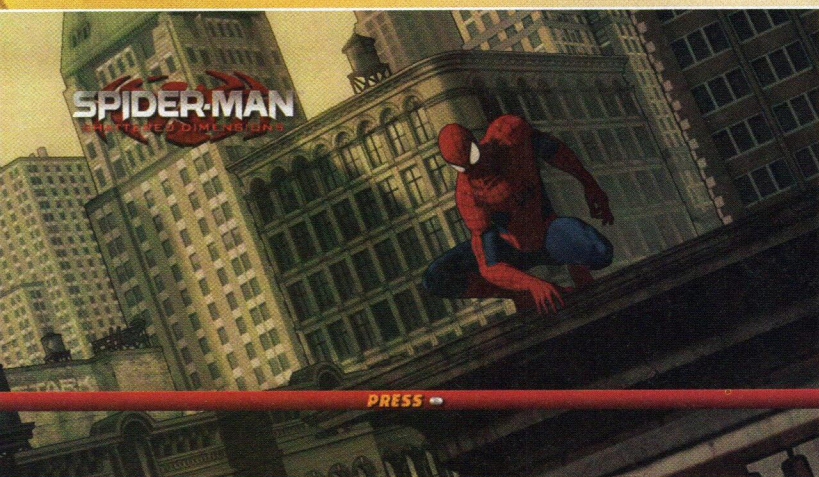
MENUS

A few light menus must be used to start a new game, replay levels, and view bonus materials. Herein you'll find short explanations of each.



MAIN MENU

The main menu appears after booting up the game. The game creates a file on your hard drive or storage device the first time you boot up. Press the Start or Accept buttons to load previously saved games, or to show the main menu options.

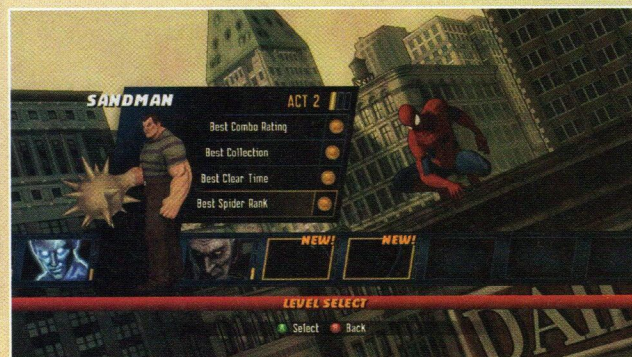


NEW GAME

If you haven't started a game yet, this is your only option. Select this choice and complete the Tutorial level to make other options available.

LEVEL SELECT

Choose a level to begin playing. As you complete Acts, more levels become available to play. The game is divided into an introductory Tutorial, three Acts, and then a Final Act, for a total of 14 levels. Completing the Tutorial makes available the first level of Act I, and completing that level makes the other three Act I levels available. Completing Act I unlocks the four levels in Act II, and clearing Act II unlocks Act III. Completing Acts I-III unlocks the Final Act.



Once a level has been cleared, it can be replayed at any time from the Level Select menu. Select a level to view your best Spider Rank achieved. Press the Accept button and choose a difficulty setting (Easy, Normal, or Hard) to begin.

CONTINUE

The game creates autosave data as you progress through levels. That way, if you need to stop playing you can continue from the previous checkpoint. To resume the level from where you left off, choose the "Continue" option on the main menu. Choosing a different level to play or restarting the same level will erase your autosave data.

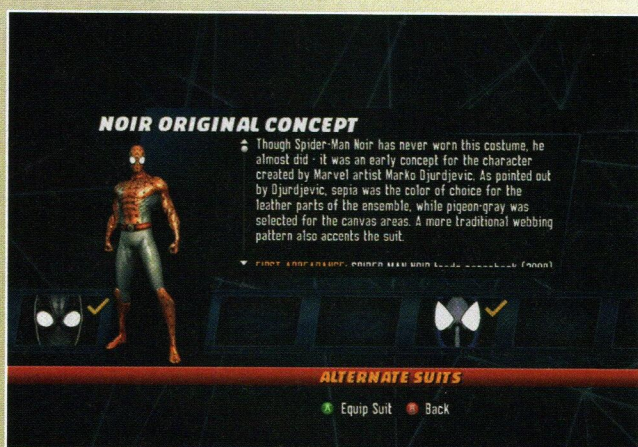
Warning! Do Not Shut Off Console During Autosave!



Avoid shutting off your system while the autosave icon is displayed onscreen. Otherwise, you might corrupt your save data and lose all progress.

BONUS GALLERY

The Bonus Gallery is where you can view additional materials unlocked while playing the game, such as character biographies, concept art, and 3D figurines. You can also equip characters with alternate suits purchased from the Character Upgrades screen.



BONUS DESCRIPTIONS

GALLERY ITEM	DESCRIPTION
Character Bios	Unlocked by completing levels on Easy difficulty or harder
Concept Art	Unlocked by completing levels on Normal difficulty or harder
Figurines	Unlocked by completing levels on Hard difficulty
Alternate Suits	Purchase alternate Spider-Man costumes from the Character Upgrades menu

OPTIONS

This submenu allows for the configuration of certain game elements, such as sound levels, brightness, and vibration and camera control. You may also view a truncated list of control functions.

SPIDER-MEN

GAME BASICS

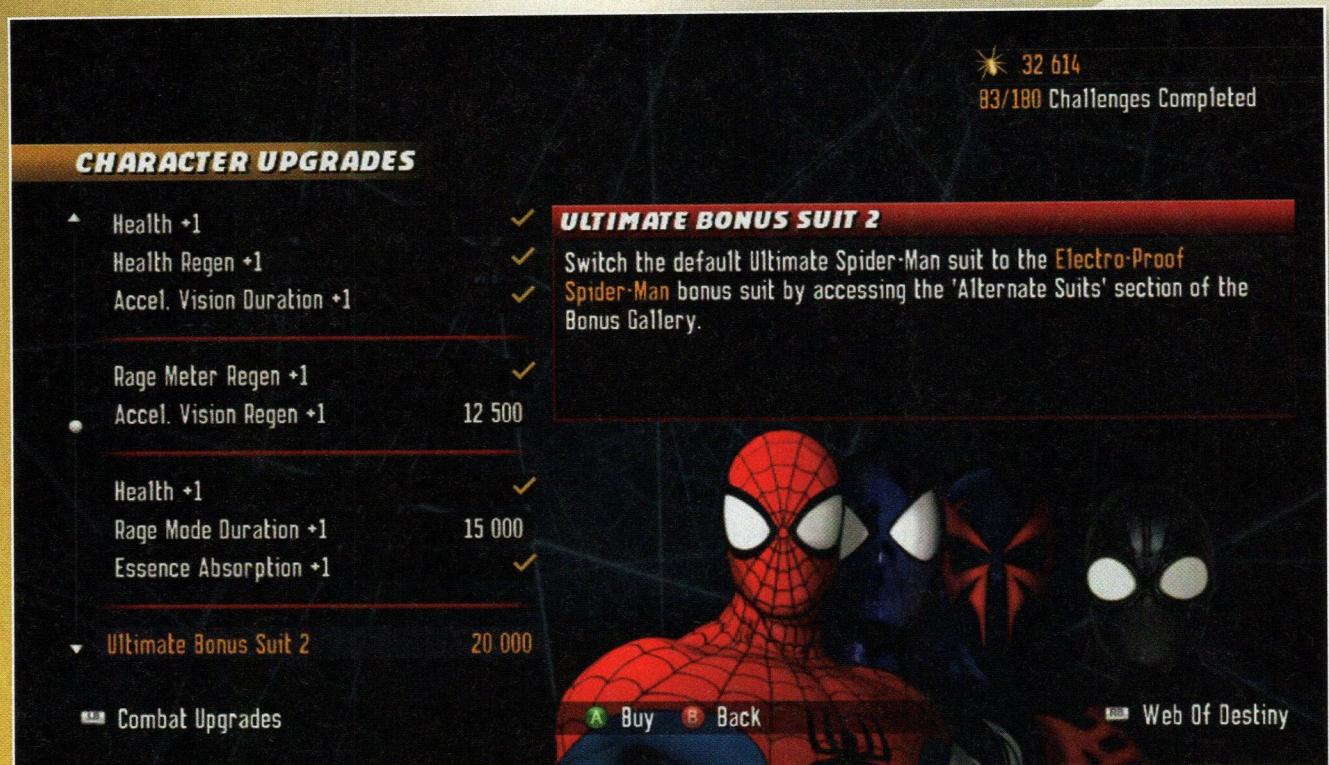
CHARACTER
UPGRADES

COMBAT
UPGRADES



CHARACTER UPGRADES

This submenu is a list of all the upgrades available to purchase. By completing challenges available during certain levels, more Character Upgrades become available. Once the required number of challenges has been cleared, you may then purchase upgrades by spending the required amount of Spider Essence, which is acquired by defeating enemies, completing challenges, and collecting Spider Emblems and Hidden Gold Spiders.



Character Upgrades improve various aspects, such as extending the Health Meter, improving the speed at which Spider-Men regenerate health, increasing the amount of Spider Essence absorbed, and so forth. Some Character Upgrades allow you to purchase alternate Spider-Man suits so that you can make your hero look different.

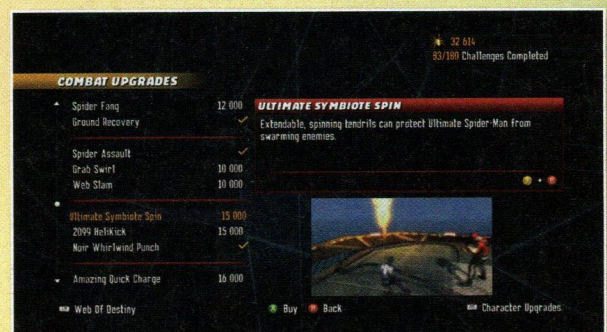
Use the Left Stick to scroll through the list of Character Upgrades. A short description and images of the Spider-Men who benefit from the upgrade are displayed on the right side of the screen. Character Upgrades are described and listed in greater detail in the *Character Upgrades* chapter.

COMBAT UPGRADES

This submenu displays a list of inherent and additional combat skills available for acquisition. By completing challenges available during certain levels, more Combat Upgrades become available. Once the required number of challenges has been cleared, you may then purchase upgrades by spending the required amount of Spider Essence, which is acquired by defeating enemies, completing challenges, and collecting Spider Emblems and Hidden Gold Spiders.

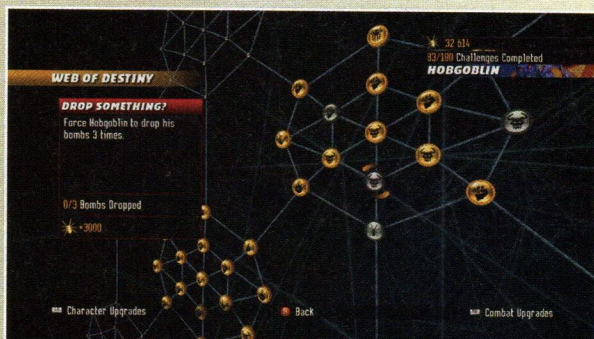
Combat Upgrades expand the fighting repertoire of all or one of the Spider-Men, unlocking additional moves and combos for use in battle. The more expensive the Combat Upgrade, the more powerful it is. So after purchasing these upgrades, learn how to use them and implement them immediately to improve your game.

Use the Left Stick to scroll through the list of Combat Upgrades. A full description, the button combination, and a small video of the move in action are displayed on the right side of the screen. Combat Upgrades are described and listed in greater detail in the *Combat Upgrades* chapter.



WEB OF DESTINY

The Web of Destiny is a chart that shows all of the challenges available. Challenges are grouped by level, and arranged in the order they become available to view and track. When a level is started, the center node in that level's web segment becomes available. Completing that challenge causes the surrounding nodes to pop up on the Web of Destiny. Silver nodes indicate challenges not yet completed, and golden nodes mark challenges the player already cleared.



Use the Left Stick to move from node to node on the Web. As you move to other nodes, a brief description of the challenge and requirements display on the left side of the screen. In the upper right corner you'll see the total Spider Essence accumulated, the number of challenges completed out of 180, and an icon depicting the level to which the challenge pertains. For instance, all challenges in the Kraven segment of the Web can only be completed while playing the Kraven level in Act I.

While playing a level, you can track challenges by marking nodes on the Web of Destiny. Simply navigate across the grid to the challenge you wish to track, and press the **Y** (Xbox 360) or **△** (PlayStation 3) to track the challenge. Tracking a challenge means that your progress in completing it always appears in the upper right corner of the screen as you play. For instance, if a challenge requires you to web-swing five consecutive times without touching the ground, then the number of Web-Swings is displayed in the upper right corner of the screen.

The Web of Destiny segment for each level is depicted in the *Shattered Dimensions* walkthrough. Consult the walkthrough for tips regarding the completion of each challenge, as well as the best opportunities to try.

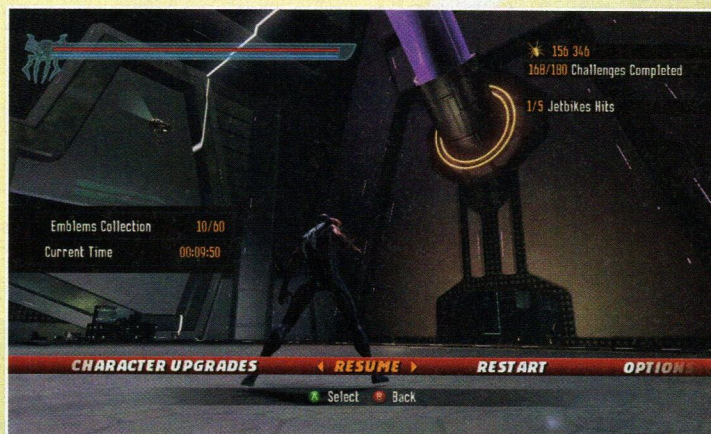
PAUSE MENU

Press the Start button while playing a level to pause the game and view the pause menu. The amount of Spider Essence acquired and challenges completed are displayed in the upper right corner of the screen. The number of Spider Emblems collected and your current playing time are displayed on the left side of the screen.

Across the bottom are several options. You can enter the Character Upgrades, Combat Upgrades, and Web of Destiny menus, you may resume the game, you can restart from the previous checkpoint, you can tweak options, or you can quit and return to the main menu screen. Select one of these options, or press Start again to resume the game.

VIEW WEB OF DESTINY/UPGRADES

Press the BACK (Xbox 360) or SELECT (PlayStation 3) buttons to view your latest achievement. If the last thing you accomplished was completing a challenge, then press this button to enter the Web of Destiny menu. If you cleared enough challenges to unlock more Character Upgrades, then pressing this button takes you directly to the Character Upgrade screen. Likewise if you unlocked new Combat Upgrades, pressing this button takes you there.



SPIDER-MEN

GAME BASICS

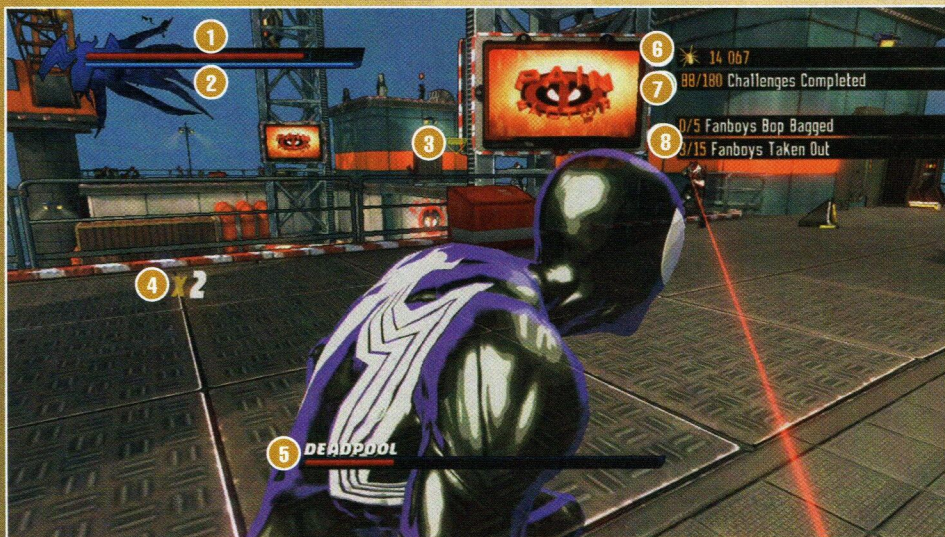
CHARACTER UPGRADES

COMBAT UPGRADES

NAVIGATION

Spider-Man has many ways of moving at his disposal. Knowing how to move in what context is key to advancing in the game.

ON-SCREEN DISPLAY



1. **Health Meter:** Displays the amount of health remaining. Spider-man dies if the Health Meter is emptied.
2. **Rage/Accelerated Vision Meter:** If playing as Ultimate Spider-man or Spider-man 2099, a second meter is displayed. Ultimate Spider-man can use accumulated Rage to attack. Spider-man 2099 can slow down time for a short duration.
3. **Perch Point Icon:** Indicates a location that Spider-man can web-clip to instantly.
4. **Combo Counter:** Shows the number of hits inflicted to enemies without interruption. The higher the multiplier, the more Spider Essence each defeated enemy releases.
5. **Boss Health Meter:** When fighting a unique boss enemy, his or her remaining life displays at the bottom of the screen.
6. **Spider Essence:** The amount accumulated by defeating enemies, completing challenges, and collecting Spider Emblems and Hidden Spiders. Used to purchase upgrades.
7. **Challenges Completed:** The number of challenges completed out of 180.
8. **Challenge Tracking:** Challenges that are being tracked while playing the level, showing the player's progress toward completing each.

MOVEMENT

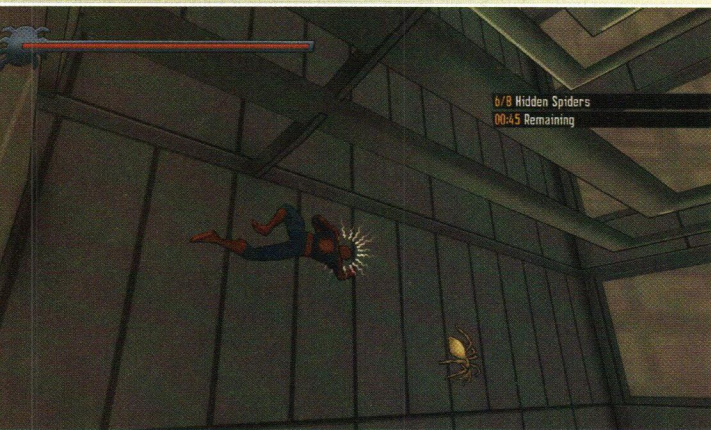
Use the Left Stick to make Spider-Man move in any direction. Tilt the control slightly to walk, or tilt it all the way to run.

CAMERA

Use the Right Stick to change your view of the action. Tilt it left to look left, right to look right, up to look overhead, or down to view Spider-Man from above. To re-center the camera behind Spider-Man, press the Right Stick down until it clicks. Camera control is important on all levels, but especially so in the Noir levels when looking to take a criminal down stealthily.

WALL-CRAWL

Move to any structural vertical surface and continue tilting the Left Stick towards it to initiate a Wall-Crawl. Spider-Man starts to crawl up the wall. As with movement, you can then change Spider-Man's direction of travel by tilting the Left Stick relative to your view of him.



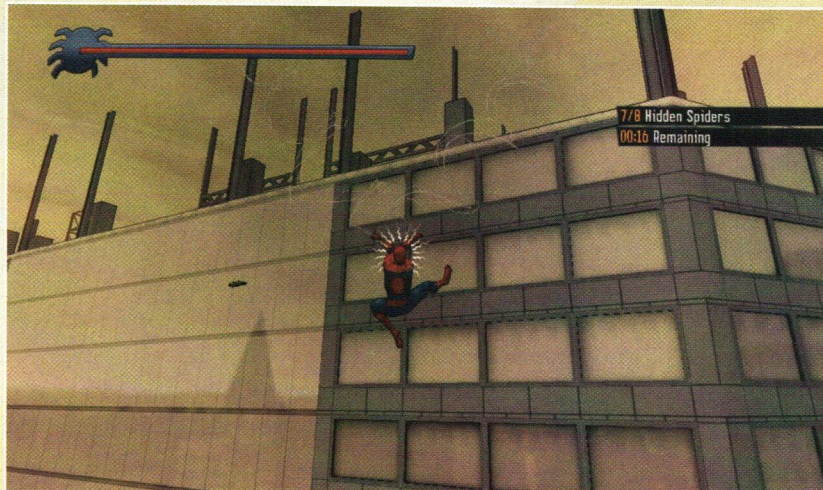
When Spider-Man reaches the top of a wall, he climbs up onto the ledge. But if the wall connects to a ceiling, he continues crawling upside down along it. At that point the movement controls may change if your view of Spider-Man is no longer the same as when you climbed from one surface to another. There are some walls and ceilings that Spider-Man cannot crawl on. Some experimentation is required.

JUMP

Press the Jump button to leap off the ground. Spider-Man can jump up onto higher platforms or across gaps. Press Jump twice to make Spider-Man double-jump in mid-air, gaining greater height. Jumping is also a useful tool for avoiding enemy attacks.

WEB-JUMP

In high areas it's possible to use Spider-Man's webs to continue rising to greater heights. Press Jump, then press it again and hold it to initiate a Web-Jump. Spider-Man fires webs out to the sides and flings himself farther upward. Use Web-Jumps to reach extremely high areas that cannot be reached by double-jumping or wall-crawling. Furthermore, Web-Jumps can be used to prevent Spider-Man from plummeting too low at times that you wish to remain high up and have a look around, or to target nearby perch points.



WEB-ZIP

When a small yellow arrow called a perch point appears onscreen, it indicates the location of a surface that Spider-Man can web-zip to. Tap the Web-Zip button and Spider-Man instantly flies to that surface, and "perches" there. Perch point icons can appear while you are moving or still. They can be indicated on small ledges, long beams, lampposts, stair rails, and other surfaces you might never imagine. Perch point icons also appear on vertical walls; when these locations are web-zipped to, Spider-Man immediately enters wall-crawling mode.



Only one perch point icon appears onscreen at a time. Rotate the camera to move the perch point icon across surfaces, and to other areas, before selecting one to web-zip to.

SPIDER-MEN

GAME BASICS

CHARACTER
UPGRADES

COMBAT
UPGRADES

PERCH POINTS ARE IMPORTANT IN NOIR

In the Noir dimension you must choose your perch points very wisely; web-zipping to a well-lit perch point may allow enemies to detect Spider-Man's presence, and raise an alarm.

DASH JUMP

While resting on a perch point, tilt the Left Stick in the direction Spider-Man faces and press Jump to initiate a dash jump in that direction. Spider-Man leaps a far distance horizontally. This move is helpful in reaching faraway perch points, and also for leaping at enemies on the ground below.

WEB-SWING

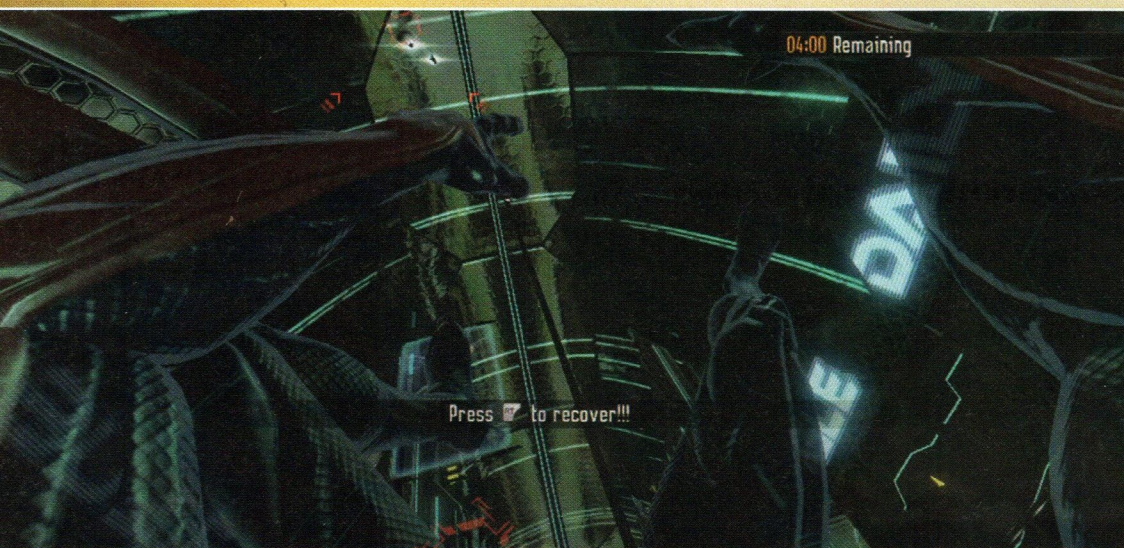
While either standing on the ground or falling through the air, press and hold the Web-Zip button to initiate a Web-Swing. Spider-Man swoops forward in the direction he faces. At the top of his arc, let go of the Web-Zip button to release the web strand. Then press and hold the Web-Zip button again to web-swing forward once more.



Web-swinging is extremely useful and fast at crossing long chasms where there are no platforms or perch points. Also, when trying to rescue civilians from danger zones, web-swinging lets you get them to the exit points fast. Plus there are those times when danger is rising up behind Spider-Man, and failure to keep web-swinging away from it may result in a squashed bug!

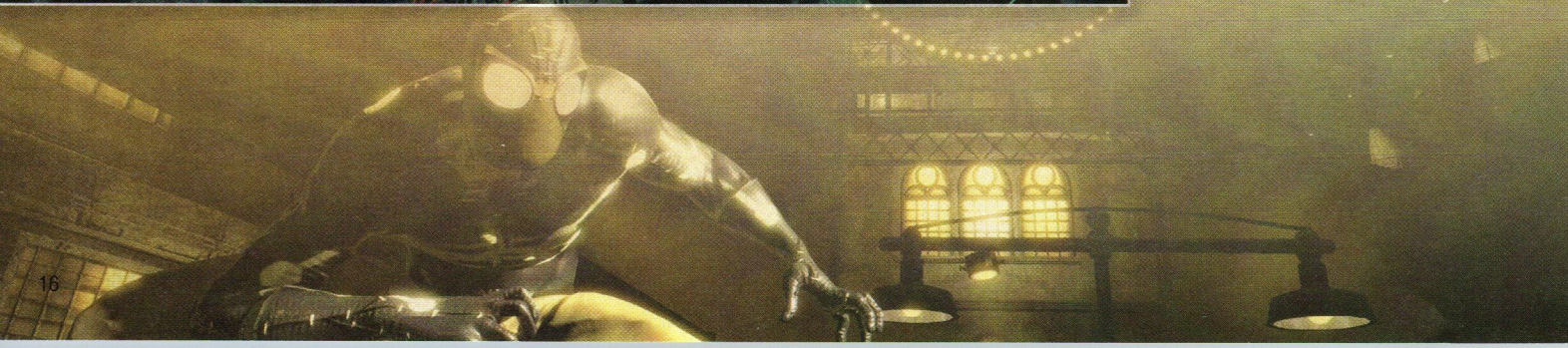
Press the Jump button while web-swinging to get a speed boost, propelling Spider-Man forward faster. However, if you hold the boost button for too long, then Spider-Man has to recover by doing a mid-air flip before he can web-swing again. This can slow Spider-Man down quite a bit, which is counterproductive to using boost in the first place.

Striking an enemy while web-swinging inflicts a small amount of damage, and is very likely to knock him down. Web-swinging is not available in low altitude areas or rooms with low ceilings.



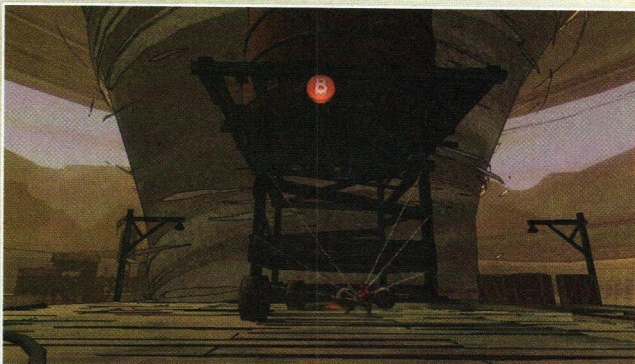
EMERGENCY RECOVERY

When Spider-Man falls too low in altitude without ground below to land upon, he enters Critical Fall mode. The view switches to first person from his perspective as he falls. Quickly press the Web-Zip button to launch Spider-Man upward, to the last perch point or solid surface that he touched.



WEB-PULL

Large pieces of debris and some doors can be pulled aside by initiating a Web-Pull. Such instances where a Web-Pull can and usually must be used are indicated when a large red circle icon appears on the surface in question. For instance, if a red circle appears on a door, press the Grab button to initiate a Web-Pull. After Spider-Man attaches his web to the door, mash the Grab button repeatedly to pull it open. Web-Pull is used to open vent covers, remove debris, smash glass, and even to attack certain enemies at specific moments.



SPIDER EMBLEMS

While exploring levels you may spot Silver or Gold Spider Emblems. Touch these items to collect them. The number of Emblems collected during a level is one of three criteria used to determine your ranking (the other two being Spider Essence collected and clear time). Each Emblem taken restores health (if the Health Meter isn't full) and also awards small amounts of Spider Essence: Silver Spider Emblems add 25 Spider Essence points, and Gold Spider Emblems add 100.

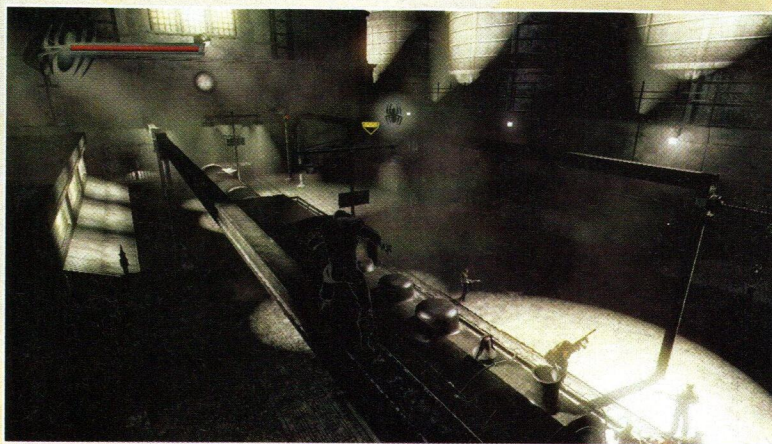
HIDDEN GOLD SPIDERS

Search off the beaten path to find Hidden Gold Spiders. There are eight of these valuable creatures crawling in places you wouldn't normally think to look in most levels. (The Tutorial and Final Level have no Hidden Spiders.) Collecting all of the Hidden Spiders in a level is one of the challenges you can complete to earn bonus Spider Essence and unlock upgrades. Each Hidden Spider found also awards an additional 650 Spider Essence points.



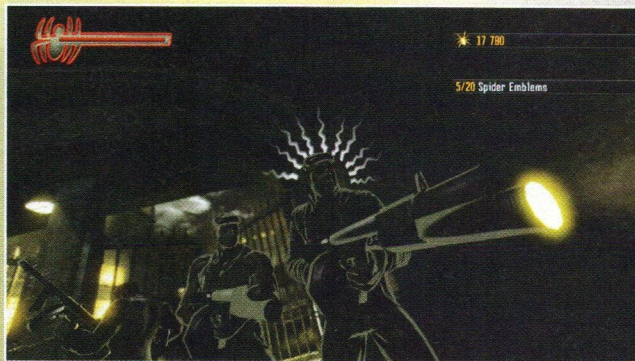
LIGHT & SHADOW AND ALARMS (NOIR)

In the Noir dimension, Spider-Man must choose his path carefully. One wrong step into a well-illuminated area could expose his presence to nearby enemies, who will sound an alarm. When moving on the ground, move only through dark areas. But preferably Spider-Man Noir should stick to the high ground, web-zipping from perch to perch. Examine perch points carefully before zipping over to them, and make sure they fall within shadow. If not, adjust your camera angle to move the perch point to a darker location.



When Spider-Man Noir is safely concealed in the shadows, the entire screen is black and white, and Spider-Man hunches down. But if Spider-Man is standing in a lighted spot, the entire screen takes on a yellowish hue, and other colors emerge. Spider-Man remains standing upright and alert. Get back in the shadows quickly before someone spots you!

If an enemy sees Spider-Man in the light, the camera swoops in for a close up on their face. An alert siren sounds, and a red spotlight shines on Spider-Man. All enemies who can see Spider-Man immediately open fire. Quickly move to another location and hide in the shadows. A red spider marker appears at Spider-Man's last known location. The marker remains there until the enemies give up looking for Spider-Man and return to their posts. Try to trigger as few alerts as possible while exploring the Noir dimension.



SPIDER-MEN

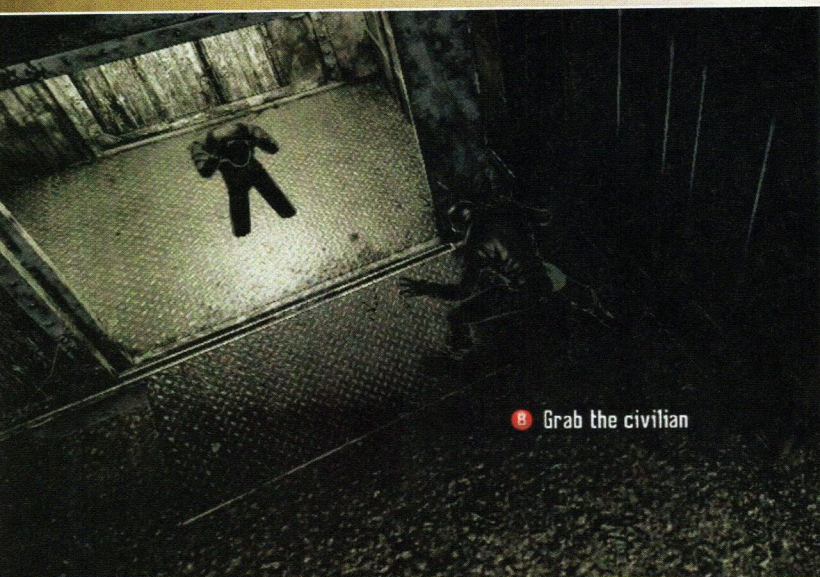
GAME BASICS

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CIVILIAN RESCUE

Many times Spider-Man is called upon to rescue innocent civilians endangered and being held hostage by his archenemies. To rescue a civilian, first clear the area of enemies. Then perform a Web-Pull to open the civilian's cage if necessary, or to destroy the glass behind which they are sealed. Then approach the civilian and press the Grab button to pick them up.

Once you have a civilian in your grasp, a ring of light appears at the rescue point. Activate your Spider-Sense (discussed next) to see the rescue point more clearly, even through walls. Carry the civilian to the rescue point. When Spider-Man steps into the ring of light, he automatically sets down the civilian, achieving a rescue.

Sometimes rescued civilians may in turn work to help Spider-Man, such as opening doors, shutting off flaming valves, stopping a flood, deactivating a force field, and more.

SPIDER-SENSE

Press up on the directional pad (360), or press the down directional button (PS3) as the case may be, to activate your Spider-Sense. The color of the screen changes, and certain features of the environment are highlighted. Spider-Sense is especially helpful in partially illuminating dark areas.

Enemies are surrounded with a red aura, and red arrows mark their direction when they're behind Spider-Man or off-screen. Boss enemies are marked with a small icon depicting their face(s). Healthy enemies have a brighter aura than ones who've taken some damage; use this to determine who you can eliminate quickly.

Useful objects, doors, and other environmental things of interest are highlighted in yellow. Spider Emblems and Hidden Spiders also have yellow auras, as do civilian hostages and rescue points. Spider-Sense allows you to see these objects even through walls.

Therefore Spider-Sense is extremely helpful in determining where to go next. It can also be helpful in tracking enemies in cluttered environments. However, leaving it on all the time can sometimes be detrimental, especially in the Noir universe where it makes determining light from dark areas difficult.



COMBAT

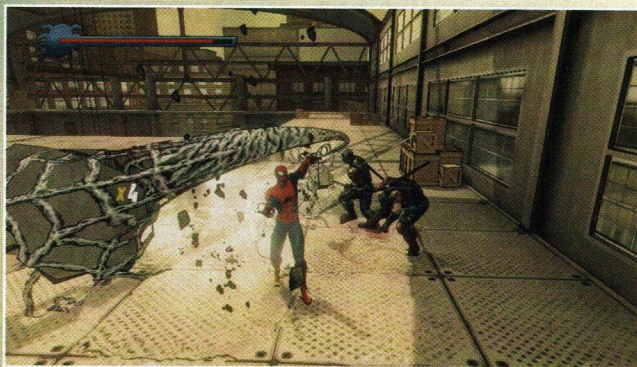
Whenever enemies and their multitudes of henchmen identify Spider-Man in their vicinity, they move in to attack. It's clobbering time! Oh wait, that catch phrase is taken...

FAST ATTACK

Press the Fast Attack to deliver Spider-Man's quickest, lightest punch. The delivery is instantaneous, but doesn't do much damage.

STRONG ATTACK

Press the Strong Attack button to deliver Spider-Man's strongest blow to the nearest enemy. Strong attacks are slower and sometimes require a wind-up, leaving Spider-Man open to attack in that instant.



However, strong attacks inflict massive damage to enemies.

COMBOS

By pressing the Fast Attack and Strong Attack buttons in succession and sometimes in combination, Spider-Man can be made to deliver a series of blows, each more damaging than the last. Fast attack combos can be delivered by mashing the Fast Attack button. However, strong attack combos require precise timing to deliver; press the Strong Attack button again at the instant the first blow lands to chain together a combo, or Spider-Man simply repeats the first attack over and over. Combos are the most effective means to defeating enemies.

ADVANCED COMBOS

By purchasing Combat Upgrades, more advanced combos become available. Certain upgrades extend the Fast Attack combo or the Strong Attack combos, increasing the damage thanks to added moves. In addition, complex combos such as the Spider Swipe upgrade or the Spider Fang upgrade can extend Spider-Man's reach to affect surrounding enemies with a series of devastating moves.



Later levels of the game tend to throw more enemies at Spider-Man at once. Therefore, try to purchase advanced combo upgrades so that you remain able to handle all situations.

LOCK ON AND CROWD CONTROL

When either attack button is pressed, Spider-Man immediately targets and attacks the nearest foe in front of him. Therefore in crowd situations when enemies surround Spider-Man on all sides (as enemies are wont to position themselves) the easiest method of combat is to tilt the Left Stick toward the enemy you wish to hit just before pressing either attack button.



For instance, if one enemy is on the left side of the screen and another is on the right, tilt the Left Stick toward the enemy on the left and press Fast Attack to punch them. Then, tilt the Left Stick toward the enemy on the right and press Fast Attack; Spider-Man delivers the next blow of the combo to the man on the right. In this manner you can go around a circle of foes, delivering one blow after another until Spider-Man's combo is through.

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By holding the Defensive Stance button while attacking, you can lock on to one enemy out of a group. Spider-Man will face this enemy wherever they go, and aim all attacks their direction. Lock on is extremely useful when you want to eliminate a weakened enemy right away, or when you want to focus on a boss enemy instead of his or her underlings.

AIR LAUNCHER

Press and hold the Strong Attack button to knock an enemy upward off the ground. Spider-Man jumps into the air beside the enemy, at which point you can follow up with attacks or drop to the ground and attack. Knocking enemies off their feet is a good way to lower their defenses and negate their ability to strike back. Successive Air Launchers performed in a crowd can thin out enemy numbers, giving you the advantage.

AERIAL COMBOS

After knocking an enemy skyward with an Air Launcher, quickly press Fast Attack or Strong Attack (with the proper upgrade) to assault the foe in mid-air while they are defenseless and unable to counter. Spider-Man's final move of most aerial combos sends the victim flying, either knocking them out of the fight for a while or flinging them into a chasm.



EAGLE KICK

While Spider-Man is airborne above an enemy, press the Fast Attack button to dive and kick the enemy with a piercing blow. Eagle Kicks are a great way to come back to earth with advantage after performing an aerial combo on another enemy, or after web-swinging into an area.

GRABBING ENEMIES



When standing next to a light humanoid enemy, press the Grab button to seize them by the neck and hold them aloft. Afterward you can strike them with a grab attack. With the proper Combat Upgrade, you can also throw them. Only light humans can be grabbed.

GRAB ATTACK

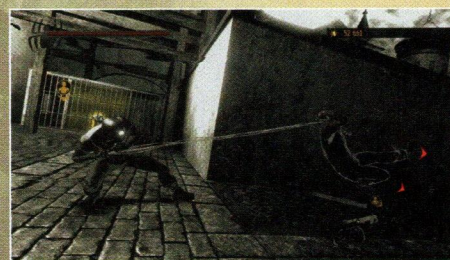
After grabbing an enemy, press Fast Attack repeatedly to beat an enemy in captivity. By purchasing the Grab Up-percut upgrade, you can also apply a Strong Attack to a grabbed enemy.

GRABBING AND THROWING OBJECTS

Certain environmental objects can be grabbed and thrown at enemies, including things such as jars, crates, boxes, benches, water barrels, and more. First, turn Spider-Man to face an object so that the red targeting ring appears beneath it. Then press the Grab button to pick it up. Spider-Man hoists it high up into the air. While the object is raised, press Grab again to throw the object at an enemy, or press either attack button to kick the object at a foe.



TAKEDOWNS (NOIR)



Spider-Man Noir takes out most of his enemies through grabs, in the form of takedowns. Position Spider-Man behind an enemy when they are not aware of his presence, and the Grab button icon appears. Press the button and Spider-Man will cocoon the enemy in webbing, leaving them somewhere for the authorities to find.

The type of takedown Spider-Man Noir performs depends on the context. By taking down an enemy while standing on a higher platform, you'll perform one kind of takedown. By taking down a gangster while perched on a light pole above, you'll perform another style. Spider-Man has six styles of takedown: on the ground, up close, near a wall, from above, while crawling, and while perched. Try them all!

WEB SHOTS

The Web Shots button remains non-functional until the proper upgrade is purchased. Complete three challenges and then purchase the Web Shots upgrade for 1000 Spider Essence to gain the ability to blind your enemies with webbing. Press the Web Shot button repeatedly until the enemy lowers their guard and staggers. Then press the Grab button to seize the enemy and drag them into your grip. You can then follow up with a Grab Attack or a Grab Swirl to dispose of your prey. Even if you don't get a chance to grab a blinded foe, you've bought yourself a second to get away or deal with other situations.

WEB-STRIKE

Spidey's Web-Strike ability is introduced roughly halfway through the Kraven level. While targeting an enemy at medium to long range, press the Grab button to initiate a Web-Strike. Spider-Man uses his webbing to pull himself at an enemy with great speed, damaging them on impact. The Web-Strike is a great way to reach a distant enemy quickly with the advantage. However, if your Spider-Sense "tingles" (wavy lines appear around his head) during a Web-Strike, it means that the enemy is ready to counter this move.



WEB-STRIKE EVADE

After initiating a Web-Strike, press the Jump button to perform a Web-Strike Evade instead. Spider-Man still zips at the target, but then flips over the enemy and lands directly behind them. From this position it is possible to ambush them from behind with a full combo. The Web-Strike Evade is extremely useful when your Spider-Sense tingles during a Web-Strike, meaning that the target is ready to counter. A successful evade prevents the enemy from damaging Spider-Man and knocking him away.

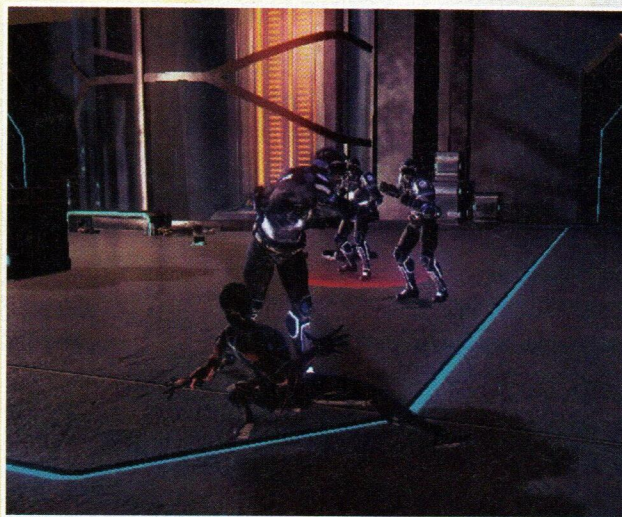


ZIP KICK

When web-zipping to a perch point where an enemy is already perched, Spider-Man automatically performs a zip kick. This is a powerful attack, capable of killing certain types of enemies such as gunners and certain creatures. Use this attack when you see snipers perched someplace where you might be able to knock them down.

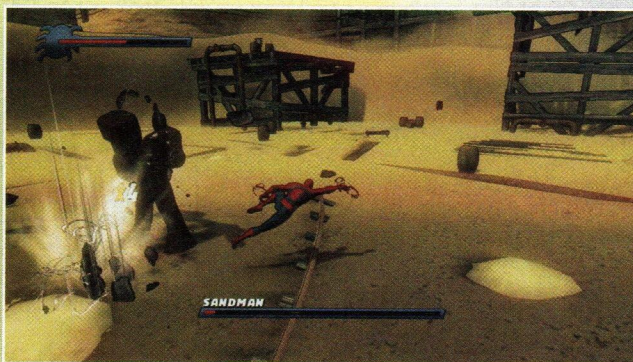
DEFENSIVE STANCE

Press and hold the Defensive Stance button to avoid enemy attacks. Light humans who swing their fists at Spider-Man while he is in a Defensive Stance will miss, hitting nothing but air as he twists automatically out of the way. After dodging an enemy's full combo, you can then counterattack with the advantage. Defensive Stance is only useful against light unarmed humans, and then only against some of their attacks.



EVASIVE ACTION

When Spider-Man tingles, it means an enemy is about to perform an attack that cannot be dodged in Defensive Stance. Tap the Defensive Stance button quickly to perform an evasive action. Spider-Man flips full out of harm's way. This move is extremely useful when facing medium and heavy opponents, whose attacks typically cannot be dodged with a Defensive Stance.



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EVASIVE ROLL OR DODGE ROLL

While in Defensive Stance, tilt the Left Stick any direction and press the Jump button to perform an evasive roll, also referred to as a “dodge roll” in this guide. Spider-Man rolls wherever you want him to based on which direction the Left Stick is tilted: Spider-Man rolls left or right, or back-flips away. Or, if you tilt the Left Stick toward the enemy and perform an evasive roll, Spider-Man leaps clear over the enemy’s head and lands behind them. If properly timed at the moment of attack, this form of evasive roll can be used to ambush the enemy from behind.

FIRST-PERSON EVENTS



During fights with Spider-Man’s archenemies there are times when he falls into their clutches, and the view shifts to first person. At such times, punches can be used to damage the adversary and gain the advantage in the fight. In a first-person encounter, the Left Stick controls your left hand and the Right Stick controls your right. Tilt a stick upward to throw a quick jab, which can be used to keep an enemy off balance. Tilt a stick outward to throw a hook, which is a bit slower but more powerful. Tilt either stick inward to throw an uppercut with that hand, which is also a powerful shot.

Sometimes the enemy blocks a punch and gains the advantage in a first-person event, allowing them to attack. The Left and Right Sticks usually appear as icons on the screen, indicating that you must tilt them down to avoid the impending attack. Tilt both sticks down and hold them there until your adversary’s blow misses, then resume the fight as normal.

ACCELERATED VISION (2099)

Spider-Man 2099 can activate an Accelerated Vision mode, during which he sees things more rapidly than usual. This gives time the appearance of slowing down, making enemies easier to predict and giving Spider-Man more attacks in a shorter period. Accelerated Vision can be activated at any point by pressing the associated button.

The mode remains active until the Accelerated Vision meter empties, and then it deactivates automatically. If you’ve cleared the battlefield or no

longer need Accelerated Vision, push the button again to deactivate it. Purchasing certain Character Upgrades can enhance the duration and recharge rate of Accelerated Vision.



RAGE MODE (ULTIMATE)

Ultimate Spider-Man still wears the Symbiotic Suit, and therefore can benefit by activating short periods of Rage. During Rage Mode, Ultimate Spider-Man inflicts double damage with all attacks. Hits sustained inflict reduced damage, and also do not cause him to stagger. Thus during Rage Mode, Ultimate Spider-Man can eliminate a large number of enemies very quickly.



Ultimate Spider-Man must have a full Rage Meter in order to activate Rage Mode. Rage builds up whenever Spider-Man hits someone or takes a hit. Once the meter is full, activate Rage by pressing the associated button. The mode remains active until the Rage meter empties, and then it deactivates automatically. If you’ve cleared the battlefield or no longer need Rage Mode, push the button again to deactivate it. Purchasing certain Character Upgrades can enhance the duration of Rage Mode and amount recharged from each hit.

SPIDER ESSENCE

Defeating enemies releases Spider Essence, which recovers lost health and adds points to the Spider Essence pool. These points can be used to purchase Character and Combat Upgrades. Spider Essence is also gained by collecting Spider Emblems and Hidden Spiders, and by completing challenges. Increase the amount of health regained as well as the points accumulated by purchasing Essence Absorption upgrades from the Character Upgrade menu.

ENEMIES

Each Spider-Man encounters a wide array of enemies in their attempts to recover the lost Tablet fragments. Learning to identify these enemies based on their size and behaviors is the key to defeating them.

LIGHT HUMANS

These typical sized human enemies are unarmed. They approach within an arm's reach and attack with bare fists. They can be taken out with combos or by grabbing them. All their attacks can be dodged using evasive stance.

GUNNERS



Gunners are the same as light humans, but armed with ranged weapons. They prefer to fire on Spider-Man from a distance, though they can also rifle-butt him if he

gets too close. They can be taken out by any combos or by grabbing them. Their gunfire can be dodged using evasive stance.

SWORDSMEN



Swordsmen are a type of light human equipped with some kind of melee weapon, such as a sword, machete, stun stick, baseball bat or club. Swordsmen charge at Spider-Man and leap

to attack in such a way that can only be avoided with evasive action or an evasive roll. They can be taken out by any combos, but are resistant to being grabbed.

SHIELDED ENEMIES



Gunners carrying shields cannot be attacked from the front, only from behind. They cannot be grabbed or air launched. Use a Web-Strike Evade move to get behind

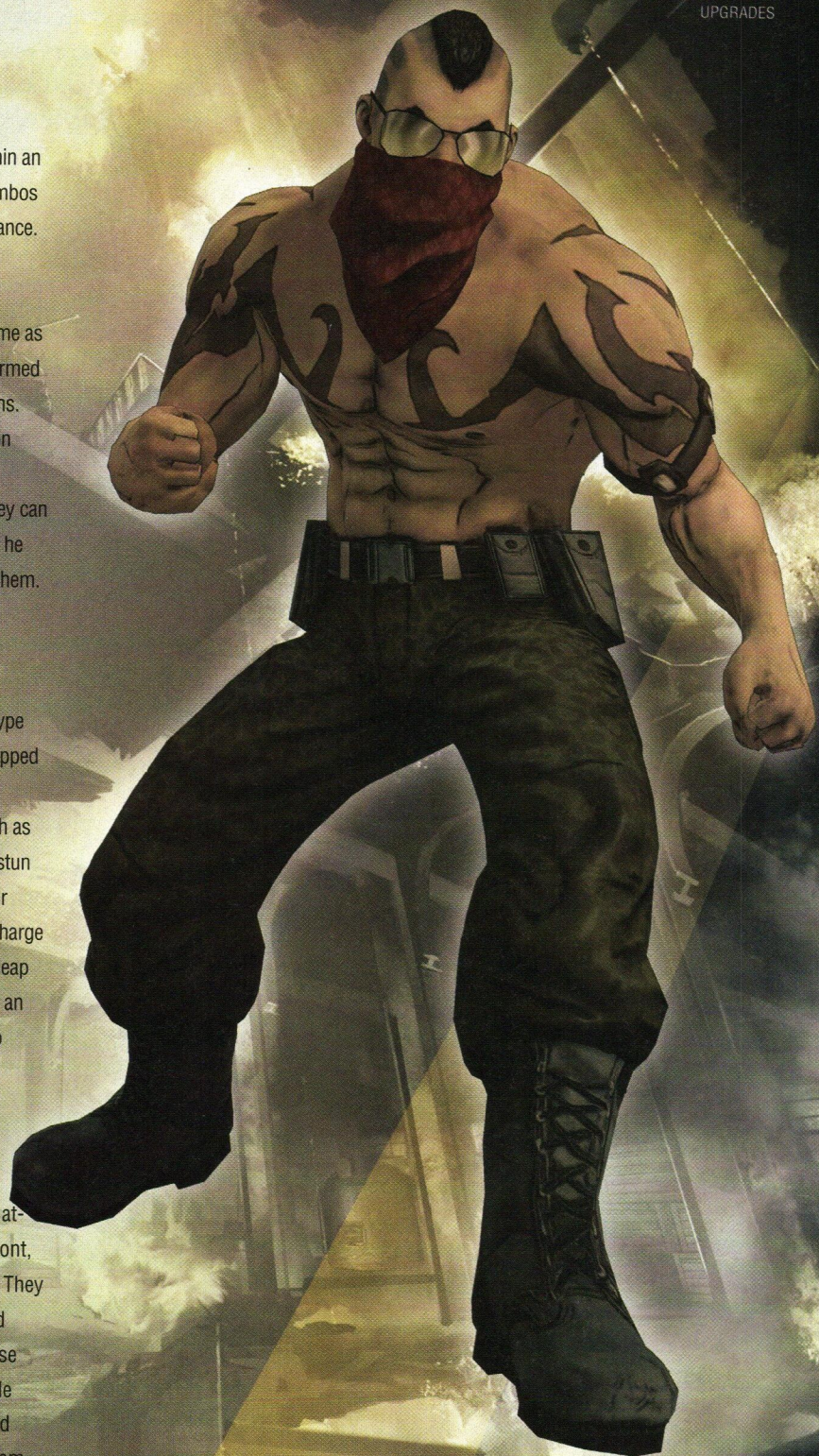
them, and attack quickly. Spider-Man 2099 can also get behind them by activating Accelerated Vision. Their gunfire can be dodged using evasive stance, but at close range they perform a shield thrust that cannot be avoided by any means.

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MEDIUM HUMANS (CAPTAINS)

Captains are larger-than-normal enemies who rush Spider-Man and attempt bare fisted combos. They can't be grabbed. Their punching attacks can be avoided with evasive stance, but they also perform a jumping attack that can only be avoided by evasive action or evasive roll. Captains are also capable of blocking Spider-Man's punches, raising their arms up to defend themselves. When this occurs, press and hold the Strong Attack button to knock aside their defenses, then quickly follow up with a combo. Captains can also throw smoke grenades or explosive grenades, and cause subservient light human enemies to act more aggressively while they're around.



HEAVY HUMANS

Heavy Humans are heavily armored, slow-moving, oversized men who typically carry huge weapons. Their attacks cannot be blocked, requiring evasive action. They are most vulnerable from behind and just after they slam their weapon on the ground, after which they remain hunched over a moment. They also often counter Web-Strikes, so use the Web-Strike Evade to leap over them and attack from behind when the opportunity arrives.

CREATURES

Certain archenemies are capable of making bizarre non-human creatures with special powers. But even these break down into four recognizable types with methods for dealing with each.

KAMIKAZE CREATURES

Kamikazes are light, weak creatures that approach Spider-Man and explode, hoping to damage him in the blast. They can easily be taken out with a single punch. Avoid launching combos against a single Kamikaze, since this may leave you vulnerable to others.



SHOOTER CREATURES

Shooters can teleport to perch points. After aiming at Spider-Man with a tri-beam guidance laser, shooters will fire an explosive blast. They are extremely weak, so web-zip them off perch points or strike them to bring them down.



LASER BEAM CREATURES

Green electric creatures created by Electro emit a constant cutting beam, which they slowly train on Spider-Man. They are extremely weak, so web-zip them on perch points to dispatch them. Also, by running between them you can cause them to shoot each other, killing multiple laser beam creatures simultaneously.

MEDIUM CREATURES

Medium creatures are larger than other creatures, move more slowly until they attack, and are capable of blocking Spider-Man's attacks. Use air launchers to knock aside their guard and attack. The best time to attack these creatures is when they are preparing a major strike. Advanced combos are capable of knocking them off balance and negating their attacks.



BOSSSES

Spider-Man's archenemies encountered in the game are referred to as "bosses." Each level of the game is named after the boss you'll need to defeat, such as Kraven, Hobgoblin, Hammerhead, etc. Each boss utilizes special attacks and requires special tactics to defeat, as described in the *Shattered Dimensions* walkthrough.



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ACHIEVEMENTS AND TROPHIES

By completing levels and performing other specific feats, you'll unlock Xbox Live Achievements and PlayStation Home Trophies.

MICROSOFT XBOX ACHIEVEMENTS & PLAYSTATION 3 TROPHIES



NAME	DESCRIPTION	CATEGORY	XBOX 360	PLAYSTATION 3	
			POINTS	TROPHY	POINTS
EASY AS PIE!	Complete all levels on Easy	Standard	20	Bronze	15
IS THIS NORMAL?	Complete all levels on Normal	Standard	50	Silver	30
HARD PRESSED	Complete all levels on Hard	Standard	100	Gold	90
LEAD ON, M-DUBS!	Complete the Tutorial	Standard	5	Bronze	15
END OF ACT 1	Complete Act 1 on any difficulty level	Standard	20	Bronze	15
END OF ACT 2	Complete Act 2 on any difficulty level	Standard	20	Bronze	15
END OF ACT 3	Complete Act 3 on any difficulty level	Standard	20	Bronze	15
SURVIVAL OF THE FITTEST	Defeat Kraven on any difficulty level	Secret	15	Bronze	15
SOMETHING CAN STOP JUGGERNAUT!	Defeat Juggernaut on any difficulty level	Secret	15	Bronze	15
HERE'S MUD IN YOUR EYE!	Defeat Sandman on any difficulty level	Secret	15	Bronze	15
NOW THERE'S A SHOCK	Defeat Electro on any difficulty level	Secret	15	Bronze	15
CANCELED!	Defeat Deadpool on any difficulty level	Secret	15	Bronze	15
MINIMIZED CARNAGE	Defeat Carnage on any difficulty level	Secret	15	Bronze	15
CLIPPED WINGS	Defeat Hobgoblin on any difficulty level	Secret	15	Bronze	15
TOOK THE STING OUT OF HIM	Defeat Scorpion on any difficulty level	Secret	15	Bronze	15
LAY DOWN YOUR ARMS	Defeat Doc Ock on any difficulty level	Secret	15	Bronze	15
THE CAGED BIRD SQUAWKS	Defeat Vulture on any difficulty level	Secret	15	Bronze	15
THE HAMMER FALLS	Defeat Hammerhead on any difficulty level	Secret	15	Bronze	15
FREAK SHOW	Defeat Goblin on any difficulty level	Secret	15	Bronze	15
FINAL CURTAIN CALL	Defeat Mysterio on any difficulty level	Secret	50	Silver	30
GETTING WARMED UP	Defeat 100 enemies	Standard	10	Bronze	15
IN THE ZONE	Defeat 500 enemies	Standard	20	Silver	30
AIN'T NO STOPPIN'!	Defeat 1000 enemies	Standard	50	Silver	30
MANIFEST DESTINY	Complete the Web of Destiny	Standard	100	Gold	90
BUG COLLECTOR	Collect all Hidden Spiders	Standard	50	Bronze	15
THE COMPLETE PACKAGE	Unlock all Character Upgrades	Standard	20	Bronze	15
SMOOTH MOVES	Unlock all Combat Upgrades	Standard	20	Bronze	15
UNCLE BENJAMIN	Execute a 100-hit combo	Standard	10	Bronze	15
TWO HUNDO	Execute a 200-hit combo	Standard	20	Bronze	15
MISSED ME!	Defeat a boss on Hard without taking damage	Standard	20	Bronze	15
CLOSE CALL!	Recover 10 times from a Critical Fall	Standard	10	Bronze	15
AMAZING!	Complete 4 levels with the highest rank in Hard mode	Standard	20	Bronze	15
SENSATIONAL!!	Complete 8 levels with the highest rank in Hard mode	Standard	30	Silver	30
SPECTACULAR!!!	Complete 12 levels with the highest rank in Hard mode	Standard	50	Gold	90
HOBBYIST	Collect 125 Spider Emblems	Standard	10	Bronze	15
ENTHUSIAST	Collect 250 Spider Emblems	Standard	15	Silver	30
FANATIC	Collect 500 Spider Emblems	Standard	20	Gold	90
NO HARM, NO FOUL	Complete any level without dying (except the Tutorial)	Secret	20	Silver	30
THE SPIDER'S SHADOW	Complete a Noir level without triggering an alarm	Standard	10	Bronze	15
THE SPIDER'S BITE	Keep Rage Mode active for one minute	Standard	10	Bronze	15
THE SPIDER'S GRACE	Complete a 2099 freefall section without taking damage	Standard	10	Bronze	15
THE SPIDER'S WEB	Defeat 50 enemies using the Amazing Charge Attack	Standard	10	Bronze	15
DOES WHATEVER A SPIDER CAN!	Unlock all trophies	Standard	—	Platinum	—

SPIDER RANK

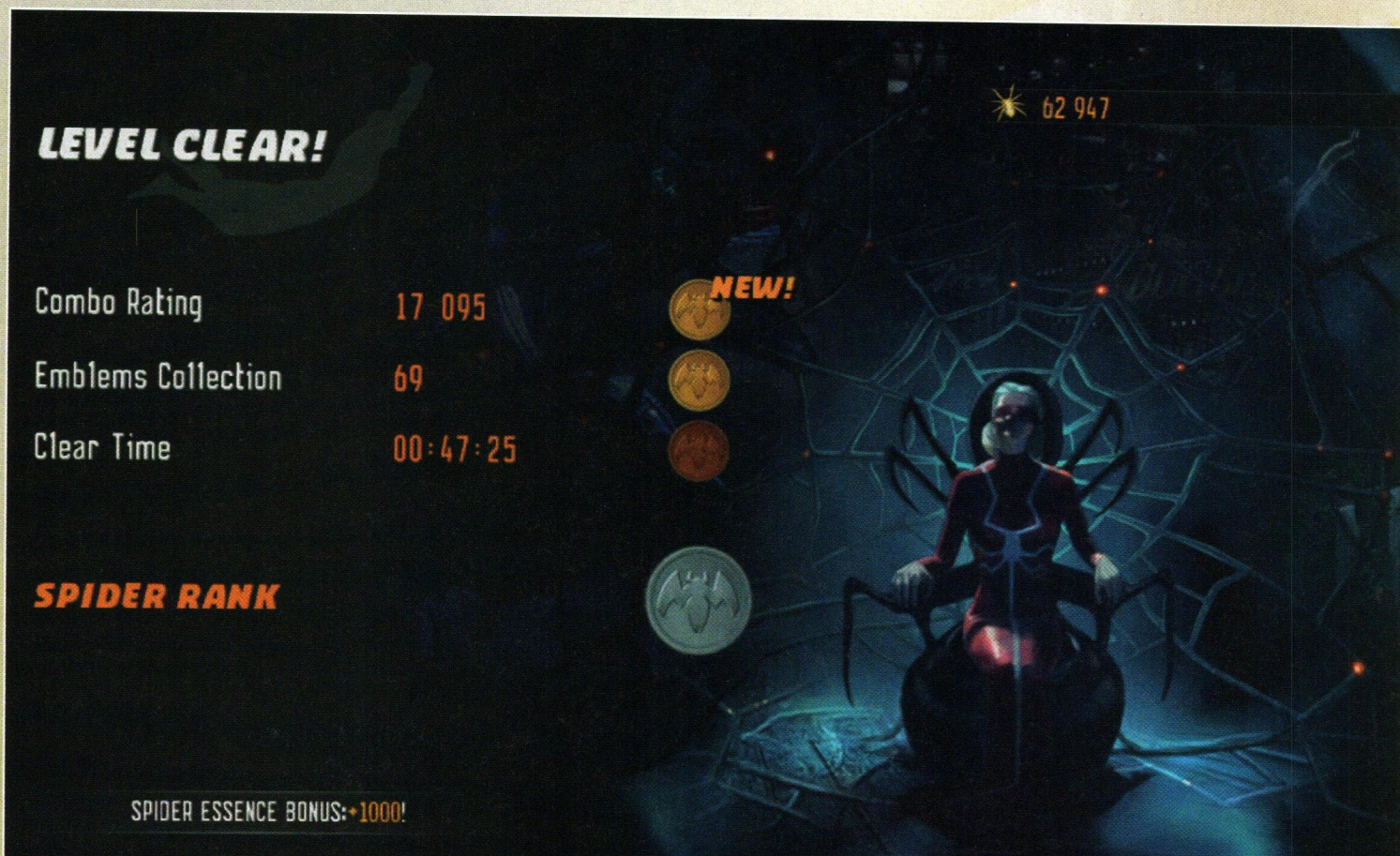
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Upon completing a level, the game tallies three statistics and awards medals for each: Bronze, Silver, Gold, or Platinum (Hard Mode only). The average of the three medals determines your overall Spider Rank for the level, which determines the amount obtained of bonus Spider Essence. Ranking criteria for each level is listed at the end of each section in the *Shattered Dimensions* walkthrough.



BEST COMBO RANK

This criteria includes all Spider Essence acquired by defeating enemies alone, excluding item pickups and challenges. More is better.

BEST COLLECTION

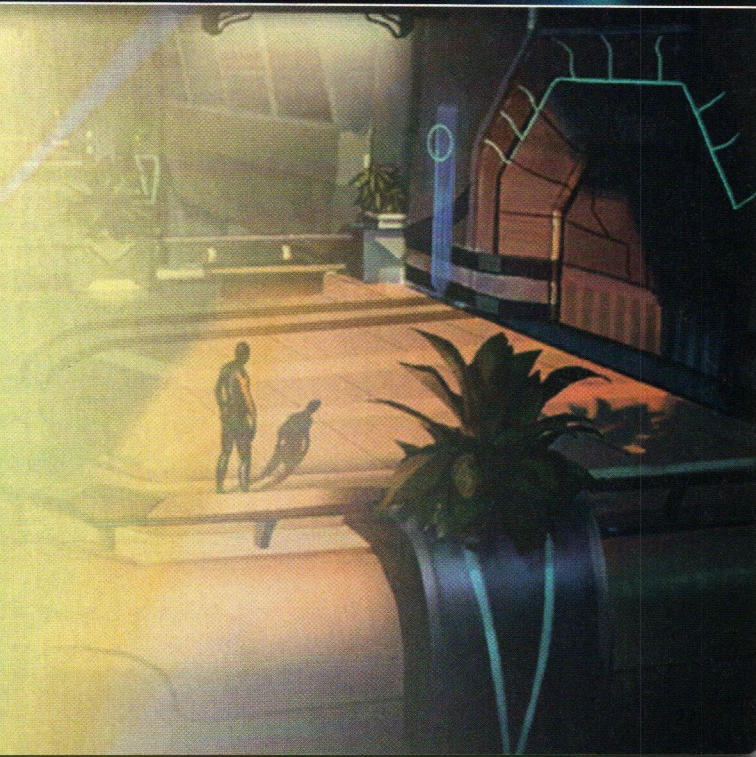
The number of Spider Emblems collected in the level. More is better.

BEST CLEAR TIME

The time taken to complete the level. Less is better.

BONUS SPIDER ESSENCE AWARDS,
PER SPIDER RANK, PER ACT

ACT	BRONZE	SILVER	GOLD
I	+5000	+10,000	+15,000
II	+10,000	+15,000	+20,000
III	+15,000	+20,000	+25,000



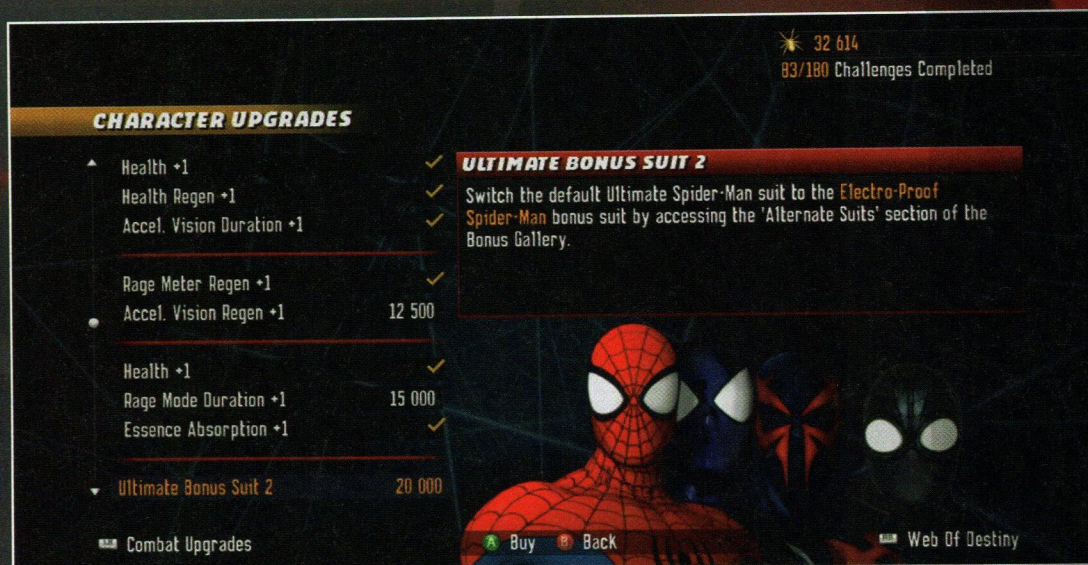
LOADING SCREEN TIPS

Here's a list of all the playing tips displayed on the loading screens, not including the story facts from the comic series. Press the Accept button while viewing the loading screen to see another tip.

- ▶ Don't forget to use your Spider-Sense during a fight. It highlights your enemies' health so you can figure out who to target next!
- ▶ Having a hard time dodging the attacks of short-range enemies? Use Defensive Stance and watch Spider-Man evade attacks with ease.
- ▶ Watch out! When a symbol appears above an enemy's head and Spider-Man at the same time, it means the enemy will perform an attack that must be evaded.
- ▶ You can track up to three challenges from the Web of Destiny to help you complete them.
- ▶ Consult the Web of Destiny frequently to see the challenges you have unlocked.
- ▶ You can use your web shots to blind enemies. Use this opportunity to yank their guns out of their hands.
- ▶ Heavy enemies may be tough, but you can use your speed to your advantage. Dodge their attacks, then close in while they recover.
- ▶ Captains can give group orders and boost enemies' strength. Taking them down first gives you an advantage in a fight.
- ▶ Look around you! In each level, Gold Spider Emblems will replenish your health.
- ▶ Don't forget - You can always revisit earlier levels to complete any challenges you may have missed!
- ▶ Always take on more challenges! If you complete them, they will unlock exciting new abilities that you can purchase.
- ▶ To get the best scores for Fighting Style, perform your most complicated combos and mix them up as much as you can.
- ▶ All moves have different uses: Some can be used to clear a large group of enemies, while others can deal a ton of damage to single targets. Explore your arsenal to find out what works best.
- ▶ When an enemy is about to attack, try to dodge and follow up with a devastating combo.
- ▶ You can use the charge attack at the end of a ground combo for extra damage.
- ▶ Learn to use each different Spider-Man's unique charge attack.
- ▶ If you can't attack your enemies directly, look around and find something to throw at them.
- ▶ Boss fights can be tough. Always try to analyze your foe to determine the best moment to strike.
- ▶ In 2099, dispatch the shielded Public Eye officers first, as they can interrupt your charge attack.
- ▶ Trigger Ultimate Spider-Man's Rage Mode to knock back all enemies around you, or use it to get an enemy's grubby hands off you.
- ▶ Extend Ultimate Spider-Man's Rage Mode by CONTINUING TO ATTACK your enemies.
- ▶ Ultimate Spider-Man's Rage Mode increases your efficiency when you fight. It also boosts the amount of health and Spider Essence your enemies drop when you beat them.
- ▶ Completing a level on each difficulty setting unlocks a variety of rewards. Easy unlocks character bios, Normal unlocks original concept art, and Hard unlocks 3D figurines.
- ▶ Try to link different moves after an aerial combo to cause additional damage.
- ▶ Explosive damage cannot be blocked by most enemies.
- ▶ Press Jump while swinging to get an extra boost.
- ▶ Spider-Man can damage enemies by web-swinging into them.
- ▶ If you don't know what to do, press (up on the d-pad) to use your Spider-Sense, which can often help.
- ▶ Performing a Web-Strike Evade is the best way to successfully hit a shielded officer.
- ▶ Rolling toward an enemy in Defensive Stance will cause you to jump behind him.
- ▶ Press (down on the Right Stick) to quickly move the camera behind Spider-Man.
- ▶ When perched, push (the Left Stick) and press Jump to perform a Dash Jump.
- ▶ Kamikaze enemies have so little health that they can be defeated by simply web-shooting them.
- ▶ The more expensive an upgrade, the more powerful it is.
- ▶ If a level seems too difficult, try playing another level and buying upgrades to get the upper hand.
- ▶ Don't forget to collect Spider Emblems in the levels. They give you both health and Spider Essence.
- ▶ Think about how you use the Rage Mode (Ultimate) and the Accelerated Vision (2099). The best strategy may not always be to drain them completely, as it leaves you more vulnerable afterwards.

- ▶ Web Shots can be very useful when confronted with large groups of enemies. Blinding enemies will incapacitate them for a while.
- ▶ The Spider-Sense is very helpful in finding civilians in trouble and safe points to bring them to.
- ▶ Consult the Web of Destiny frequently to see which challenges you have completed and which ones are still active. The more challenges you complete, the more upgrades become available to you.
- ▶ Combat Upgrades allow you to unlock more fighting moves and combos while Character Upgrades allow you to increase your health, specific abilities and unlock alternate suits.
- ▶ If you want Spider-Man to wear the alternate suits you have unlocked for each dimension, you must go to the Alternate Suits option in the Bonus Gallery menu.
- ▶ In the Amazing dimension, the Spider-Sense allows you to see the enemies through smoke screens.
- ▶ In the Amazing dimension, the Charge Attack blinds the enemies around the intended target. Upgrading the attack increases the blast radius.
- ▶ In the Amazing dimension, strong attacks have more reach and generate most of the attacks with web-based weapons.
- ▶ In the Amazing dimension, the Defensive Stance lets you dodge some of the traps in the jungle.
- ▶ In the Ultimate dimension, you can throw objects or use Web Shots to deactivate the electrical force field of the purple creatures.
- ▶ In the Ultimate dimension, the Rage Mode can break through any enemy's guard while preventing knockbacks.
- ▶ In the Ultimate dimension, the Rage Mode meter fills up by hitting enemies or by being hit.
- ▶ In the Ultimate dimension, activating the Rage Mode pushes all the enemies back. It can be useful when surrounded by too many of them.
- ▶ In the Ultimate dimension, you can deactivate the Rage Mode at any time, but the meter must be full again to reactivate it.
- ▶ In the Ultimate dimension, the Rage Mode allows you to deal twice more damage, take less damage, and collect more Spider Essence from fallen enemies.
- ▶ In the Ultimate dimension, hitting enemies while enraged allows you to maintain the momentum of the Rage Mode.
- ▶ In the 2099 dimension, If you have difficulty charging your Charge Attack try using the Accelerated Vision to buy some time.
- ▶ In the 2099 dimension, Spider-Man's attacks dash toward the closest target.
- ▶ In the 2099 dimension, you can chain Web-strikes from one jet bike to another.
- ▶ In the 2099 dimension, performing a Web-Strike Evade is the best way to turn a missile back on an enemy.
- ▶ In the 2099 dimension, a good way to get behind a shielded Public Eye Patrol officer is to hit him to make him block and then move behind him.
- ▶ In the 2099 dimension, the Accelerated Vision is your best defense against guided missiles.
- ▶ In the 2099 dimension, the Accelerated Vision allows you to slow down the intensity of the battle and provides you with extra time to attack.
- ▶ In the 2099 dimension, dashing in a freefall gives you additional speed but makes maneuvering more difficult.
- ▶ In the Noir dimension, return to the shadows if you are detected and wait until the guards stop searching you. The red marker indicates your last seen position.
- ▶ In the Noir dimension, wall-crawling lets you approach enemies easily to perform takedowns on them.
- ▶ In the Noir dimension, web-swinging is one of the easiest ways to escape from an alert.
- ▶ In the Noir dimension, you must avoid exposure to light to avoid being seen and raising the alarm. Shadows are your allies; no one can see you in the dark.
- ▶ In the Noir dimension, fighting gunmen directly is a bad strategy. It is better to use stealth tactics and perform takedowns.
- ▶ In the Noir dimension, Spider-Man's health regeneration is very powerful. Your health will fully restore after a short time.
- ▶ In the Noir dimension, you will know you are in the shadows when the colors of the environment desaturate and Spider-Man crouches.
- ▶ When an enemy is too close to lock you in their sights, use the Defensive Stance to dodge his bullets!
- ▶ Your overall Spider Rank on the Level Select screen is an average of your best performance in three different categories - Combo Rating, Spider Emblems, and Clear Time. It tracks the highest medal earned on the hardest difficult setting played.

Spider-Man: Shattered Dimensions includes an upgrade system that allows the player to improve Spider-Man's healing and combat abilities.



CHARACTER UPGRADES

UPGRADE EXPLANATIONS



ACCEL. VISION DURATION +1

Increases the duration of Spider-Man 2099's Accelerated Vision, allowing him to remain in slow-motion mode for longer. The Accelerated Vision Meter below the Health Meter extends by one segment. *Applies to Spider-Man 2099 only.*

ACCEL. VISION REGEN +1

Speeds up the Accelerated Vision regeneration factor. The Accelerated Vision Meter refills faster after the ability is used, reducing the wait time before it can be used again. *Applies to Spider-Man 2099 only.*

Completing challenges makes new upgrades available. The first Character Upgrades become available when 5 challenges are completed; more become available when 15 challenges are completed, and so on. There are 15 challenges in each stage, with the exception of the Tutorial and Mysterio levels, which have none. If you complete a stage without completing all of the challenges, it's a wise idea to replay the stage and do so before moving on. Failing to upgrade Spider-Man's health and abilities can lead to problems in later stages where enemies attack in greater strength and numbers; the game may suddenly become too hard to continue unless Spider-Man's abilities are improved. Another thing to keep in mind is that the same challenges can be cleared in Easy mode with less effort, allowing you to improve Spider-Man enough so that Normal and Hard modes become a synch!

When new Character Upgrades become available, "UPGRADE!" appears in the upper right corner of the screen. Press Back or Select to enter the Character Upgrade screen and see what's new.

"Purchase" available Character Upgrades by spending Spider Essence points. Spider Essence accumulates from defeating enemies, breaking objects, collecting Spider Emblems and Hidden Spiders, and completing challenges. If you don't have enough Spider Essence to purchase upgrades, replay previously cleared levels until you accumulate sufficient amounts.

Character Upgrades improve the same factors repeatedly. However, each upgrade is more expensive than the last. For instance the first Health +1 upgrade (which extends the Health Meter) costs a mere 2000 Spider Essence points. But the second Health +1 upgrade costs 5000, the third 10,000, and so on. The last Health +1 upgrade costs 35,000. Thus extending the Health Meter to its fullest actually costs 142,000 Spider Essence. Time to crack some heads!

ESSENCE ABSORPTION +1

Collect more Spider Essence. The amount of Spider Essence gained by the usual methods (collecting Spider Emblems and Hidden Spiders, defeating enemies, or smashing objects) is noticeably larger. For instance, before the upgrade, a Silver Spider Emblem adds 25 Spider Essence and a Gold Spider Emblem adds 100. But after the first upgrade, a Silver Spider Emblem adds 35 Spider Essence and a Gold Spider Emblem adds 120. The amount increases with each upgrade.

HEATH +1

Increases Health Meter's size. With a larger Health Meter Spider-Man can sustain more damage before dying, sending you back to the last checkpoint less often. Spider-Man starts with a base amount of 90,000 Hit Points (HP). There are 8 Health +1 upgrades with a bonus of +33,750 HP per upgrade; thus his maximum health with all upgrades is 360,000 HP.

HEALTH REGEN +1

This upgrade increases the amount of health auto-recovered by Amazing Spider-Man, Ultimate Spider-Man, or Spider-Man 2099 when they avoid suffering damage for a short time. The base rate is 10 HP per second, and the maximum with all three Health Regen +1 upgrades is 20 HP per second. Therefore each Health Regen +1 upgrade increases Spider-Man's regen rate by +3.33 HP per second. The rate of regeneration is almost imperceptible except in time-lapse footage. Spider-Man Noir also regains health more quickly, but his regeneration is different; if Spider-Man Noir is concealed in shadow and no one is alerted to his presence, then he regains it all immediately.

RAGE METER REGEN +1

Speeds up Rage Meter's regeneration factor. When Ultimate Spider-Man attacks enemies, the Rage Meter fills by small amounts. This upgrade increases the amount the meter fills following each successful attack, enabling Rage Mode to be extended in duration and triggered again sooner. *Applies to Ultimate Spider-Man only.*



RAGE MODE DURATION +1

Increases the duration of the Rage Mode by extending the length of the Rage Meter. *Applies to Ultimate Spider-Man only.*

COSTUME BONUS SUITS

Certain Character Upgrades also allow you to change the look of the four Spider-Men. Bonus Suits can be selected from the Bonus Gallery prior to selecting a level to play. Check the level select screen to make sure you've equipped the right suit.

2099 BONUS SUIT 1

The Flipside bonus suit. Dress like the android that adopted Miguel O'Hara's powers and tried to kill him afterward.



2099 BONUS SUIT 2

The Spider-Armor bonus suit, for a slightly classic look in the future.



AMAZING BONUS SUIT 1

The Bombastic Bag-Man bonus suit. Peter Parker had to wear this silly outfit in order to exit the Fantastic Four's laboratory after separating himself from the symbiote. Now you can remind him of his worst day.



AMAZING BONUS SUIT 2

The Secret War Spider-Man bonus suit. Spider-Man donned this look during the Secret War crossover storyline, when Nick Fury gathered heroes for a top-secret mission to Latveria.



NOIR BONUS SUIT 1

The Noir Original Concept suit. Spider-Man Noir looks a little more like a modern-day super hero in this costume.



NOIR BONUS SUIT 2

The Spider-Man 1602 bonus suit. The costume worn by Peter Parquagh in the Marvel 1602 universe.



ULTIMATE BONUS SUIT 1

The Original Ultimate Spider-Man suit. Make Ultimate Spider-Man look like an alternate version of Amazing Spider-Man, but with symbiote powers.



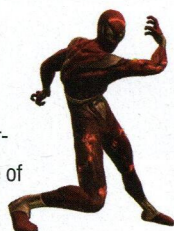
ULTIMATE BONUS SUIT 2

The Electro-Proof Suit bonus suit.



2099 BONUS SUIT 3

The Iron Spider bonus suit. Developed for Spider-Man by Tony Stark, it bears Stark's unique sense of design (i.e., Iron Man's colors, red and gold).



AMAZING BONUS SUIT 3

The Scarlet Spider bonus suit, as worn by Ben Reilly during the epic "Clone Saga."



NOIR BONUS SUIT 3

The Negative Zone bonus suit, on loan from the Amazing Spider-Man, who acquired it when a hero named S.H.O.C. lent his Darkforce to Peter.



ULTIMATE BONUS SUIT 3

The Mangaverse Spider-Man bonus suit. This universe's Peter Parker boasts an expected assortment of spider powers, serving as a ninja in the Spider-Clan.



TABLE KEY

Challenges	Number of challenges that must be cleared before the upgrade becomes available.
Upgrade	Name of the upgrade.
Spider Essence	Amount of Spider Essence points you must possess and spend to acquire the upgrade.
Spider-Man	Version of Spider-Man that the upgrade applies to, if not all Spider-Men.

CHALLENGES	UPGRADE	SPIDER ESSENCE	SPIDER-MAN
5	Health +1	2000	All
5	Rage Mode Duration +1	2100	Ultimate
5	Accel. Vision Regen +1	2200	2099
15	Health +1	5000	All
15	Rage Meter Regen +1	7500	Ultimate
15	Essence Absorption +1	7500	All
25	Ultimate Bonus Suit 1	8000	Ultimate
25	Amazing Bonus Suit 1	8000	Amazing
25	Noir Bonus Suit 1	8000	Noir
25	2099 Bonus Suit 1	8000	2099
35	Health +1	10,000	All
35	Health Regen +1	7000	All
35	Accel. Vision Duration +1	10,000	2099
45	Rage Meter Regen +1	12,500	Ultimate
45	Accel. Vision Regen +1	12,500	2099
65	Health +1	15,000	All
65	Rage Mode Duration +1	15,000	Ultimate
65	Essence Absorption +1	15,000	All
80	Ultimate Bonus Suit 2	20,000	Ultimate
80	Amazing Bonus Suit 2	20,000	Amazing
80	Noir Bonus Suit 2	20,000	Noir
80	2099 Bonus Suit 2	20,000	2099
90	Health +1	20,000	All
90	Health Regen +1	12,000	All
90	Accel. Vision Duration +1	20,000	2099
110	Health +1	25,000	All
110	Rage Meter Regen +1	25,000	Ultimate
110	Accel. Vision Regen +1	25,000	2099
120	Health +1	30,000	All
120	Rage Mode Duration +1	30,000	Ultimate
120	Essence Absorption +1	25,000	All
130	Health +1	35,000	All
130	Health Regen +1	25,000	All
130	Accel. Vision Duration +1	35,000	2099
180	Ultimate Bonus Suit 3	40,000	Ultimate
180	Amazing Bonus Suit 3	40,000	Amazing
180	Noir Bonus Suit 3	40,000	Noir
180	2099 Bonus Suit 3	40,000	2099

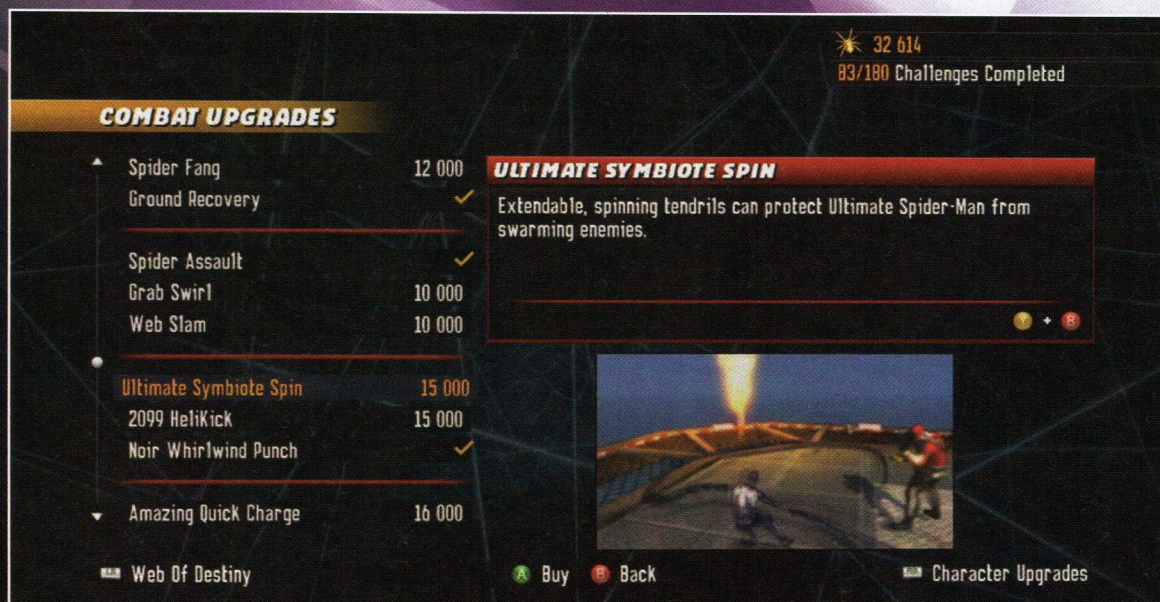
SPIDER-MEN

GAME BASICS

CHARACTER
UPGRADES

COMBAT
UPGRADES

Spider-Man: Shattered Dimensions includes an upgrade system that allows the player to expand Spider-Man's repertoire of fighting moves and abilities.



Completing challenges unlocks new Combat Upgrades. The first new abilities become available when 3 challenges are completed; more become available when 7 challenges are completed, and so on. There are fifteen challenges in each stage, with the exception of the Tutorial and Mysterio levels, which have none.


When new Combat Upgrades become available, "UPGRADE!" appears in the upper right corner of the screen. Press Back or Select to enter the Combat Upgrades screen and purchase new attacks.

"Purchase" available Combat Upgrades by spending Spider Essence points. Spider Essence accumulates from defeating enemies, breaking objects, collecting Spider Emblems and Hidden Spiders, and completing challenges. If you don't have enough Spider Essence to purchase upgrades, replay other levels to accumulate the required points.

Combat Upgrades make combat easier. Being able to utilize longer combos and stronger assaults allows you to put down foes faster, making the game easier to finish. Whether you're a strategic veteran of fighting games or a button masher, purchasing Combat Upgrades allows for greater domination of multiple foes in a conflict.

Although Combat Upgrades make the game slightly easier (and they look cool, too), they are ancillary to Character Upgrades, which improve Spidey's health pool and Spider Essence absorption. Thus, if you have Spider Essence points to spend, purchase Character Upgrades first before selecting Combat Upgrades. That being said, keep in mind that certain challenges cannot be completed unless specific Combat Upgrades have been purchased and mastered. We recommend purchasing Combat Upgrades frequently or keeping a large amount of Spider Essence on hand (say, 15,000-20,000 extra points) to purchase appropriate Combat Upgrades when necessary to complete a specific challenge during a level.

Most Combat Upgrades pertain to all four Spider-Men simultaneously. However certain Combat Upgrades with "Amazing," "Ultimate," "Noir" or "2099" in the name indicate that they are upgrades for only one Spider-Man. For instance, you must purchase the all-important Charge Attack for each unique Spider-Man, one at a time. All Charge Attack upgrades are also unique to each hero.



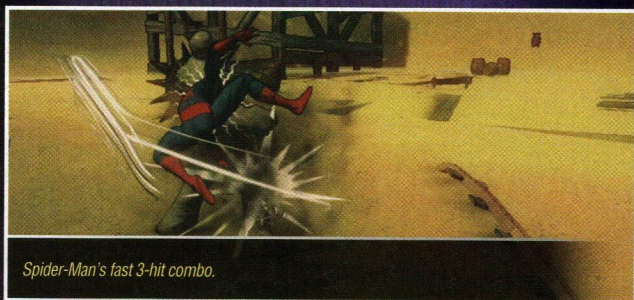
COMBAT UPGRADES

INHERENT COMBAT SKILLS

SPIDER ATTACK

Button Combo: **X, X, X** or **□, □, □**

Damage: (3 hits) 250, 500, 750

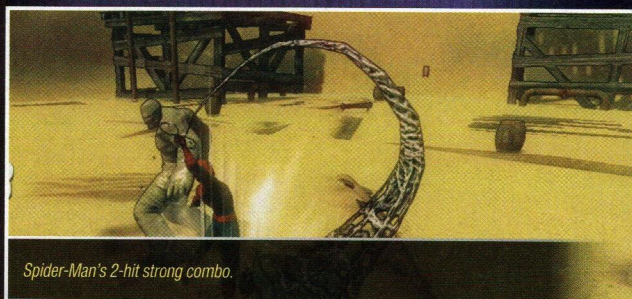


Spider-Man's fast 3-hit combo.

SPIDER STRIKE

Button Combo: **Y, Y** or **△, △**

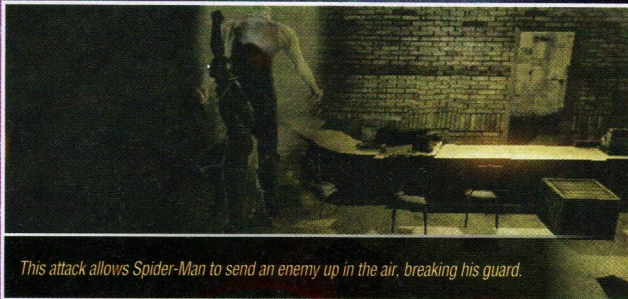
Damage: (2 hits) 1000, 2000



Spider-Man's 2-hit strong combo.

AIR LAUNCHER

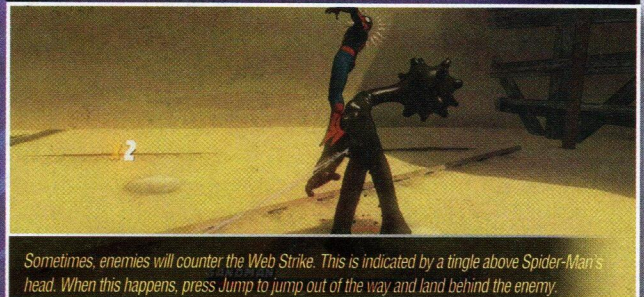
Button Combo: **Y** or **△** (hold)
Damage: 1000



This attack allows Spider-Man to send an enemy up in the air, breaking his guard.

WEB-STRIKE EVADE

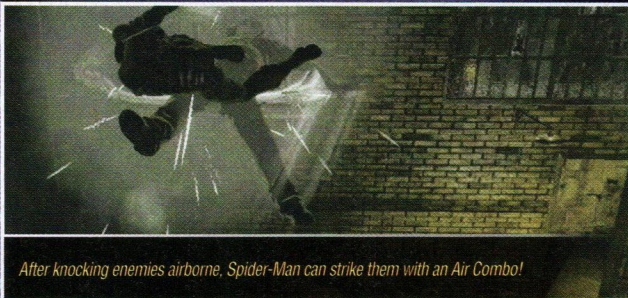
Button Combo: **A** or **×** (during Web-Strike)



Sometimes, enemies will counter the Web Strike. This is indicated by a tingle above Spider-Man's head. When this happens, press Jump to jump out of the way and land behind the enemy.

AERIAL RUSH

Button Combo: **×**, **×**, **×** or **□**, **□**, **□** (airborne target)
Damage: (3 hits) 500, 1000, 1500



After knocking enemies airborne, Spider-Man can strike them with an Air Combo!

EAGLE KICK

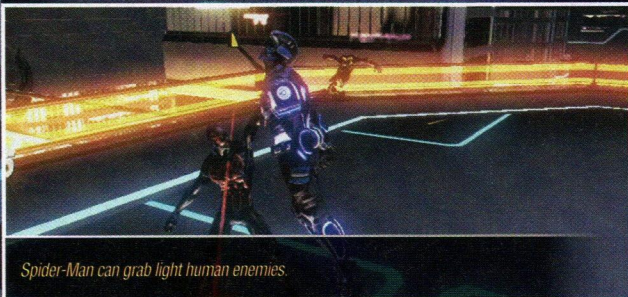
Button Combo: **×** or **□** (air)



Spider-Man can strike enemies directly from the air with this fast diving kick.

GRAB

Button Combo: **B** or **○** (close range)
Damage: 0



Spider-Man can grab light human enemies.

GRAB ATTACK

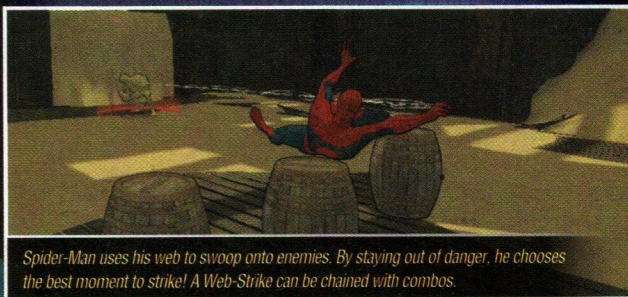
Button Combo: **×**, **×**, **×** or **□**, **□**, **□** (while grabbing)
Damage: (3 hits) 250, 500, 750



Once in his grasp, Spider-Man can punch enemies.

WEB-STRIKE

Button Combo: **B** or **○** (medium range)

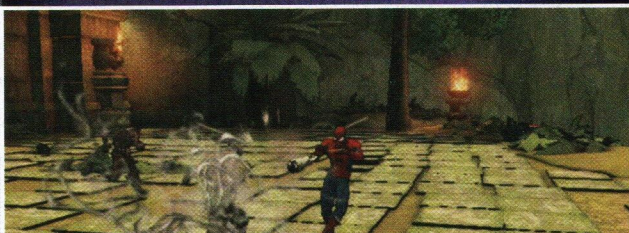


Spider-Man uses his web to swoop onto enemies. By staying out of danger, he chooses the best moment to strike! A Web-Strike can be chained with combos.

3 CHALLENGES

WEB SHOTS

Spider Essence: 1000
Button Combo: RB or R1



Spider-Man can shoot Web Shots to blind his enemies and render them helpless. Blinded enemies can be grabbed from a distance by pressing Grab.

GRAB UPPERCUT

Spider Essence: 1100
Button Combo: Y or A (while grabbing)



Once in his grasp, Spider-Man can punch enemies up into the air [EM] leaving them open to other attacks.

AIR RECOVERY

Spider Essence: 1200
Button Combo: A or X (mid-air)



When knocked back, Spider-Man can get back into the action before hitting the ground.

7 CHALLENGES

BIRD EATER

Spider Essence: 6000
Button Combo: Y or A (airborne target)
Damage: 2000



Spider-Man performs a strong aerial attack that knocks enemies out of the fight for a little while.

WEB-STRIKE PUNCH

Spider Essence: 6000
Button Combo: X or B (during Web-Strike)



Spider-Man uses the speed and momentum of the Web-Strike to deliver a powerful punch when he reaches his enemy!

WEB-STRIKE BOUNCE

Spider Essence: 5000
Button Combo: Y or A (during Web-Strike)



Spider-Man bounces into the air after hitting a target. This is useful for chaining several Web-Strikes together.

SPIDER-MEN
GAME BASICS
CHARACTER
UPGRADES

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UPGRADES

10 CHALLENGES

SPIDER RUSH

Spider Essence: 15,000

Button Combo: X, X, X, X or □, □, □, □

Damage: (4 hits) 250, 500, 750, 1500

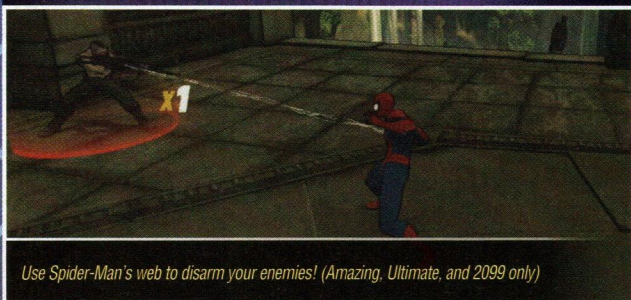


Chain up to 4 hits with this upgraded version of the Spider Attack.

DISARM

Spider Essence: 10,000

Button Combo: B or ○ (mash)



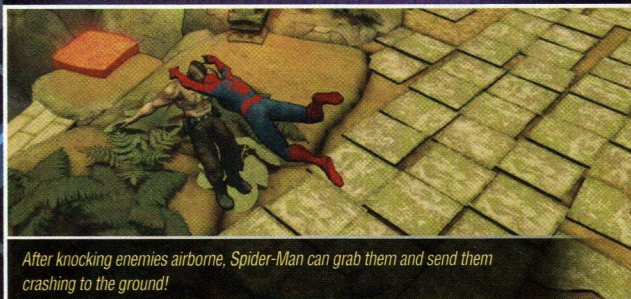
Use Spider-Man's web to disarm your enemies! (Amazing, Ultimate, and 2099 only)

AERIAL GRAB

Spider Essence: 7500

Button Combo: B or ○ (in air, near airborne target)

Damage: 4000



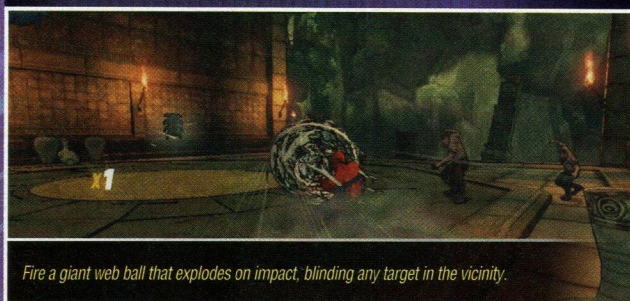
After knocking enemies airborne, Spider-Man can grab them and send them crashing to the ground!

20 CHALLENGES

AMAZING CHARGE ATTACK

Spider Essence: 7000

Button Combo: X or □ (hold & release)



Fire a giant web ball that explodes on impact, blinding any target in the vicinity.

ULTIMATE CHARGE ATTACK

Spider Essence: 7000

Button Combo: X or □ (hold & release)



Unleash a powerful burst of tendrils to knock back surrounding enemies.

NOIR CHARGE ATTACK

Spider Essence: 7000

Button Combo: X or □ (hold & release)



A powerful double elbow strike that delivers heavy damage on a single target.

2099 CHARGE ATTACK

Spider Essence: 7000

Button Combo: X or □ (hold & release)



A light-speed dash that strikes several targets in a row.

30 CHALLENGES

SPIDER SWIPE

Spider Essence: 15,000

Button Combo: **Y**, **Y**, **X**, **X** or **△**, **△**, **□**, **□**

Damage: 2500

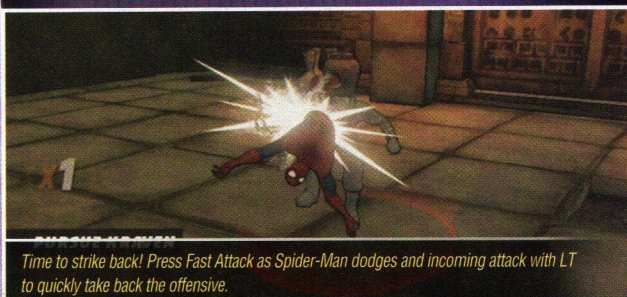


Take the fight to the next level! This multi-target attack extends the reach of your combos.

COUNTER

Spider Essence: 5000

Button Combo: **X** or **□** (while dodging)

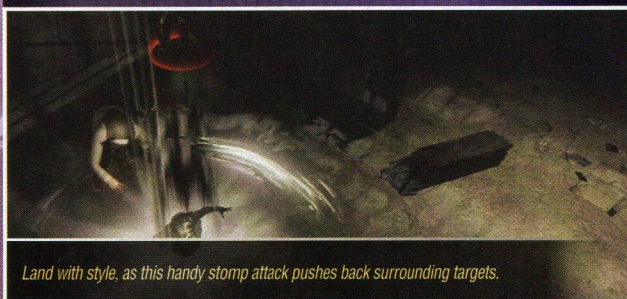


Time to strike back! Press Fast Attack as Spider-Man dodges an incoming attack with LT to quickly take back the offensive.

SPIDER STOMP

Spider Essence: 10,000

Button Combo: **Y** or **△** (air)

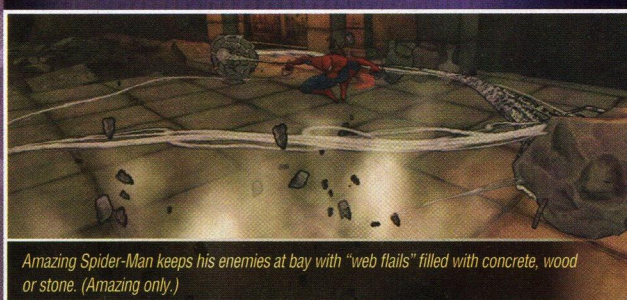


Land with style, as this handy stomp attack pushes back surrounding targets.

AMAZING WEB CYCLONE

Spider Essence: 20,000

Button Combo: **Y** + **B** or **△** + **□**



Amazing Spider-Man keeps his enemies at bay with "web flails" filled with concrete, wood or stone. (Amazing only.)

40 CHALLENGES

GOLIATH STRIKE

Spider Essence: 20,000

Button Combo: **Y**, **Y**, **Y** or **△**, **△**, **△**



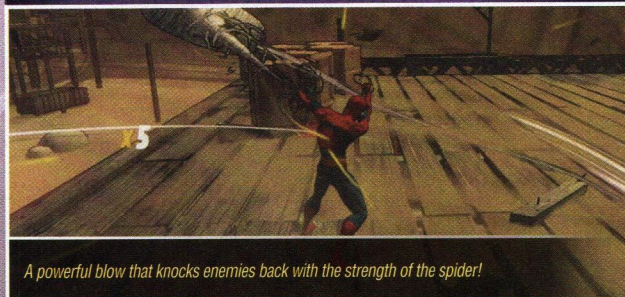
Damage: (3 hits) 1000, 2000, 3000 Compliments the Spider Strike with a strong blow that sends enemies up in the air.

SPIDER FANG

Spider Essence: 12,000

Button Combo: **Y**, **Y**, **X**, **Y** or **△**, **△**, **□**, **△**

Damage: 3000



A powerful blow that knocks enemies back with the strength of the spider!

GROUND RECOVERY

Spider Essence: 8000

Button Combo: **X** or **□** (when landing)



When projected, press Fast Attack as Spider-Man lands on the ground. You can then use the momentum to strike back at multiple targets.

SPIDER-MEN

GAME BASICS

CHARACTER
UPGRADES

COMBAT
UPGRADES

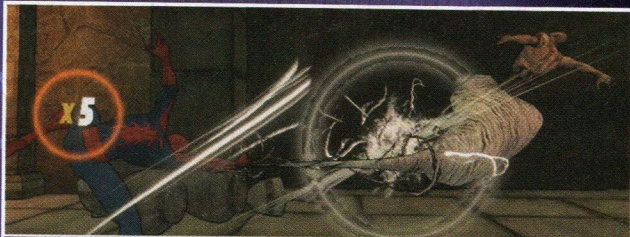
50 CHALLENGES

SPIDER ASSAULT

Spider Essence: 20,000

Button Combo: X, X, X, X, X or □, □, □, □, □

Damage: (5 hits) 250, 500, 750, 1500, 2000



This full 5-HIT COMBO string will help fill up this hungry combo meter!

GRAB SWIRL

Spider Essence: 10,000

Button Combo: B or ○ (while grabbing)

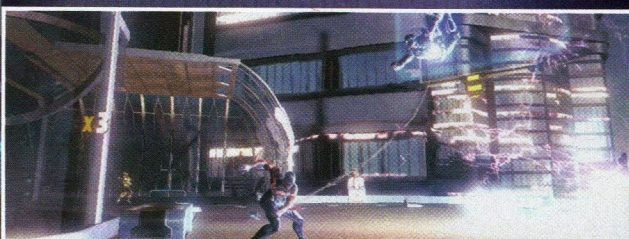


Swing enemies around, using them as a weapon against their own kind.

WEB-SLAM

Spider Essence: 10,000

Button Combo: B or ○ (on ground, airborne target)



Teach villains a lesson by slamming them a few times!

55 CHALLENGES

ULTIMATE SYMBIOTE SPIN

Spider Essence: 15,000

Button Combo: Y + B or △ + ○

Damage: 1500



Extendable, spinning tendrils can protect Ultimate Spider-Man from swarming enemies.

2099 HELIKICK

Spider Essence: 15,000

Button Combo: Y + B or △ + ○ Damage: 1500



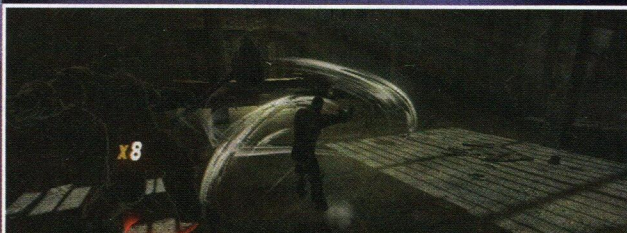
A powerful upside-down spinning kick that knocks back surrounding opponents.

NOIR WHIRLWIND PUNCH

Spider Essence: 15,000

Button Combo: Y + B or △ + ○

Damage: 1500



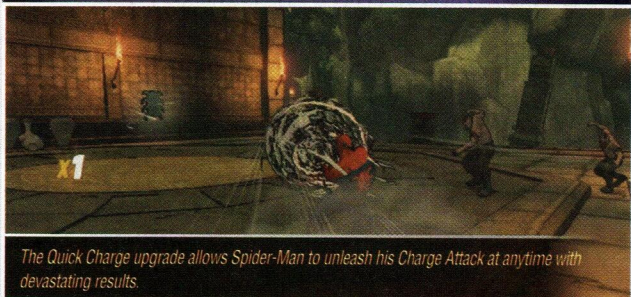
Outnumbered? Spider-Man Noir fights and moves like the wind!

60 CHALLENGES

AMAZING QUICK CHARGE

Spider Essence: 16,000

Button Combo: X or □ (hold during combo)



The Quick Charge upgrade allows Spider-Man to unleash his Charge Attack at anytime with devastating results.

2099 QUICK CHARGE

Spider Essence: 16,000

Button Combo: X or □ (hold during combo)



The Quick Charge upgrade allows Spider-Man to unleash his Charge Attack at anytime with devastating results.

ULTIMATE QUICK CHARGE

Spider Essence: 16,000

Button Combo: X or □ (hold during combo)



The Quick Charge upgrade allows Spider-Man to unleash his Charge Attack at anytime with devastating results.

NOIR QUICK CHARGE

Spider Essence: 16,000

Button Combo: X or □ (hold during combo)



The Quick Charge upgrade allows Spider-Man to unleash his Charge Attack at anytime with devastating results.

70 CHALLENGES

ULTIMATE CHARGE LV2

Spider Essence: (17,000)

Button Combo: X or □ (hold & release)



Charge Attack damage and area of effect increase.

AMAZING CHARGE LV2

Spider Essence: (17,000)

Button Combo: X or □ (hold & release)

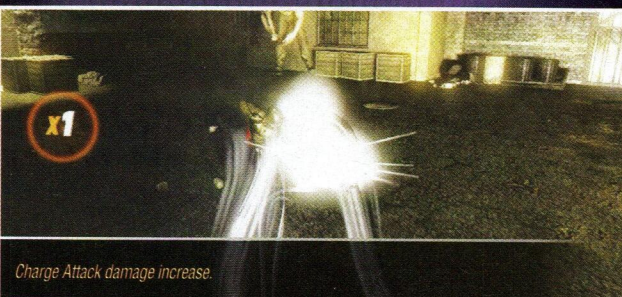


Charge Attack damage and size increase.

NOIR CHARGE LV2

Spider Essence: 17,000

Button Combo: X or □ (hold & release)



Charge Attack damage increase.

2099 CHARGE LV2

Spider Essence: (17,000)

Button Combo: X or □ (hold & release)



Charge Attack damage and max amount of targets increase.

SPIDER-MEN

GAME BASICS

CHARACTER

UPGRADES

COMBAT

UPGRADES

85 CHALLENGES

KNOCKBACK COUNTER

Spider Essence: 20,000

Button Combo: **A** + **X** or **X** + **□** (Defensive Stance)

Damage: 1000



This special attack can be performed at any time in the Defensive Stance. With the right timing, Spider-Man can counter attacks from light human enemies once they trigger a Spider-Sense tingle.

ARACHNOPHOBIA

Spider Essence: 10,000

Button Combo: **B** or **○** (in air, far airborne target)

Damage: 4250

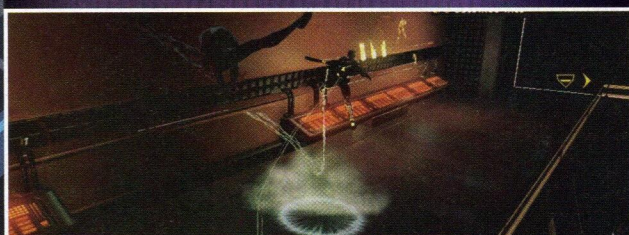


Up in the air, enemies cannot escape the grasp of Spider-Man's web!

WEB-STRIKE SLAM

Spider Essence: 10,000

Button Combo: **B** or **○** (during Web-Strike)



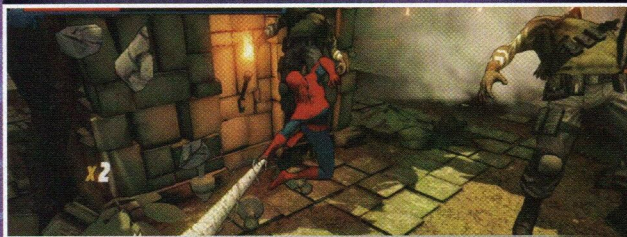
Spider-Man can slam light enemies like never before with this powerful attack that looks amazingly painful, but ultimately spectacular!

100 CHALLENGES

SPIDER SMASH

Spider Essence: 20,000

Button Combo: **Y** or **△** (while jumping towards enemy)



Smash your airborne enemies to the ground with this mighty aerial blow!

JUSTICE STRIKE

Spider Essence: 20,000

Button Combo: **X** **X**, **Y**, **Y** or **□**, **□**, **△**, **△** (airborne target)



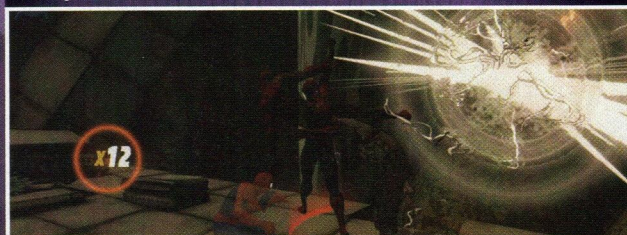
A mighty blow that knocks back medium and light enemies—inflicting massive damage.

EIGHT-LEGGED FURY

Spider Essence: 25,000

Button Combo: **X** **X**, **Y**, **X** or **□**, **□**, **△**, **△** (airborne target)

Damage: 7000



Unleash the ultimate power and lightning-fast speed of an arachnid! This mighty multi-hit attack delivers maximum damage to medium and light enemies.

140 CHALLENGES

AMAZING WEB HAMMER

Spider Essence: 25,000

Button Combo: **A** + **X** or **X** + **□**



Launch surrounding enemies in the air with Web Hammer pound.

ULTIMATE SYMBIOTE POUND

Spider Essence: 25,000

Button Combo: **A** + **X** or **X** + **□**



Symbiote tentacles rise from the ground and knock enemies off their feet!

2099 ASTRAL JUMP

Spider Essence: 25,000

Button Combo: **A** + **X** or **X** + **□**



Send enemies up in the air with this spectacular jump, worthy of a hero from the future.

NOIR BLACK GUST

Spider Essence: 25,000

Button Combo: **A** + **X** or **X** + **□**



Your enemies will "feel the power of the wind" as they fly up into the air all around you.

160 CHALLENGES

ULTIMATE CHARGE LV3

Spider Essence: 30,000

Button Combo: **X** or **□** (hold & release)

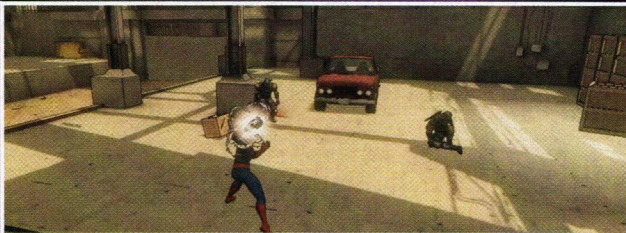


Charge Attack damage and area of effect increase.

AMAZING CHARGE LV3

Spider Essence: 30,000

Button Combo: **X** or **□** (hold & release)



Charge Attack damage and size increase.

NOIR CHARGE LV3

Spider Essence: 30,000

Button Combo: **X** or **□** (hold & release)

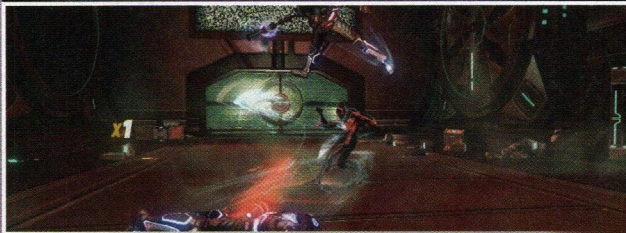


Charge Attack damage increase.

2099 CHARGE LV3

Spider Essence: 30,000

Button Combo: **X** or **□** (hold & release)



Charge Attack damage and max number of targets increase.

SPIDER-MEN

GAME BASICS

CHARACTER

UPGRADES

COMBAT

UPGRADES





SHATTERED DIMENSIONS

This chapter covers not only the environments and enemies encountered in each stage of Spider-Man: Shattered Dimensions, but also points out challenges available during each level as they arise. The idea is to make you aware of these challenges and provide tips for completing them without needing to constantly refer to the in-game Web of Destiny screen.

Full stage maps appear at the start of each level description, bearing call-outs that mark start points and boss fight locations. Smaller single checkpoint detail maps throughout the walkthrough indicate locations of valuable health-recovering Spider Emblems and rare Hidden Spiders. So, even if you're just flipping to specific trouble spots for help, hopefully you'll never be lost.



Boss fight sections provide in-depth descriptions of the behaviors and patterns exhibited by Spider-Man's unique archenemies who attack with greater strength and ferocity than regularly encountered enemies. Read the descriptions to learn how to avoid each boss's special attacks and know when to counterstrike.

At the end of each level's description we've provided statistics to show how well you must play the level in order to achieve the best ranking. You most likely won't achieve a gold medal ranking for the level the first time you play through, but this information should be extremely helpful in replays. You'll also find information on items that unlock in the Bonus Gallery depending on difficulty level selected.

DIMENSIONAL DAMAGE TUTORIAL



This stage presents the four dimensions in which *Spider-Man: Shattered Dimensions* occurs, and also helps to familiarize the player with the controls. Unlike later levels, there are no challenges available in the Tutorial.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

MADAME WEB

REAL NAME: Cassandra Webb

ALIASES: "Creepy Clairvoyant"

IDENTITY: Publicly known

CITIZENSHIP: U.S.A.

PLACE OF BIRTH: Salem, Oregon

FIRST APPEARANCE: *Amazing Spider-Man* Vol. 1 #210 (1980)

Cassandra Webb, a.k.a. the mysterious Madame Web, is one of Spider-Man's most powerful allies. A gifted medium, telepath, and clairvoyant, she is privy to many of the universe's greatest secrets. While her mind and psychic abilities are unparalleled, she is physically limited by an ailment which has left her blind, mostly paralyzed, and reliant on an elaborate life-support system to survive.



When threats to the fabric of reality are too great, she often reaches out to the one person she trusts most in the world. Though she can find his sense of humor and constant wisecracks annoying at times, Madame Web knows that the most dependable champion at her beck and call is... her friendly neighborhood Spider-Man.

MOVING AND JUMPING

First up is the Amazing Spider-Man, the iconic character with whom the majority of people are familiar. Use the Left Analog Control to move forward and press the Jump button to leap on top of the air conditioner. Press the Jump button twice to double-jump onto the upper roof ledge.

WALL-CRAWLING

Move to the base of the wall, and continue moving toward it to initiate Wall-Crawling. When Spider-Man starts to climb the wall, continue directing his movements using the Left Analog Stick. Climb all the way to the top of the building.

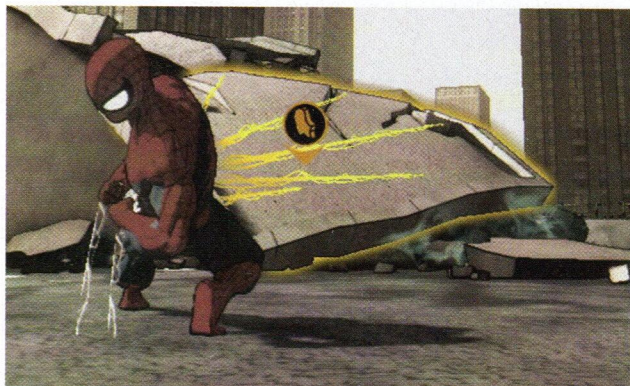


SPIDER-SENSE

Move across the roof a few feet until Madame Web upgrades Amazing Spider-Man's Spider-Sense. Press up on the Directional Button to activate it. Note that the large concrete slab blocking the roof stairwell becomes highlighted and a moveable debris icon appears.

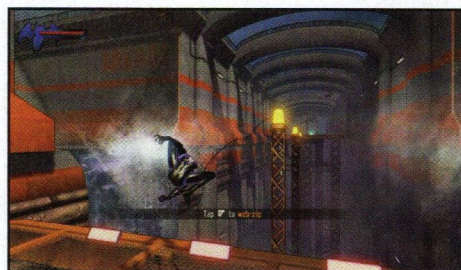
WEB-PULL

Approach the concrete slab until a message appears near the bottom of the screen. Press the Grab button to have Spider-Man seize the slab with a web. Tap the Grab button repeatedly as fast as you can to have Spidey rip the concrete slab off the stairwell, uncovering the first fragment of the shattered Tablet of Order and Chaos.



WEB-ZIP

The action switches over to Ultimate Spider-Man, who's not happy to find himself back in the symbiote suit.



Walk to the edge of the platform. When Madame Web is finished speaking, a perch point icon appears at the top of the nearby pole. Tap the Web-Zip button to have Spider-Man use his webbing to pull himself onto the perch point. Web-Zip again to the next perch point.

DASH JUMP

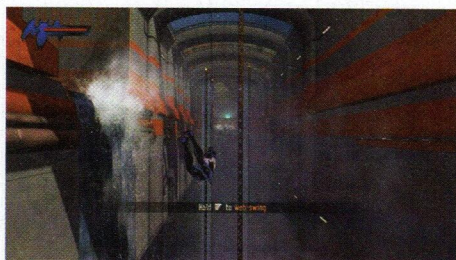
Try a Dash Jump from the second perch point. Tilt the Left Analog Stick upward and press Jump. Spidey should leap over to the next perch point.

BALANCE WALK

From the third perch point, sprint across the thin support cable to the next platform.

WEB-SWING

Crossing the next section of the water station requires web-swinging. Press and hold the Web-Swing button (the same as



the Web-Zip button) to have Spider-Man jump up and cast a web strand to the ceiling. Use the Left Analog Stick to control the direction of swing. When Spider-Man reaches the top of his swing, release the Web-Swing button to have him let go, and then press and hold it again to continue swinging.

SWING SPEED BOOST

Hold the Jump button during his swing to give Spider-Man a little speed boost. Be careful however; boosting speed reduces the controllability of Spidey's swings.



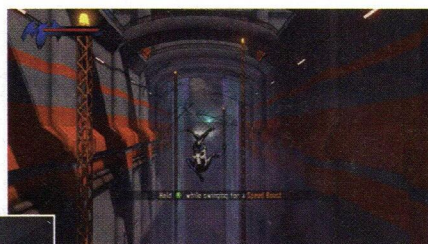
STAGE MAPS: ULTIMATE TUTORIAL

SWING TO PERCH

By releasing and re-pressing the Web-Swing button with the right timing, you can maintain a high swinging altitude. At the top of your swings, you may notice perch point icons popping up. Tap the Web-Zip button with swift timing and you can perch on one of the columns. Use the perches to give yourself a nice little break, or to safely change your direction of travel.

WEB-JUMP

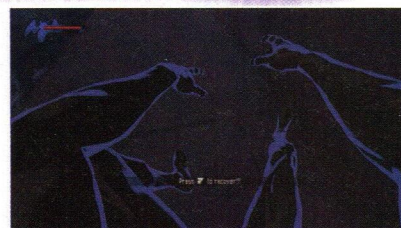
To reach the Tablet fragment in the small tunnel at the far end, you must Web-Swing with good timing in order to maintain a high altitude. If you swing too late and swoop lower in altitude than desired, perform a quick Web-Jump instead: while Spider-Man is rising, press and hold the Jump button. Spidey whips webs out to each side and yanks himself upward, launching himself up and gaining altitude. Successive Web-Jumps without moving in a direction allows Spider-Man to rise higher in a single location rather than continuously traveling forward, which can be useful for reaching high areas.



Keep web-swinging toward the tunnel at the end of the area until Spidey enters it at just the right height. He collects another fragment of the Tablet of Order and Chaos.

FALL RECOVERY

If you lose altitude in your last web-swing toward the tunnel, you might collide with the wall below. If so, you'll begin to fall. The camera switches to Spider-Man's viewpoint, showing his flailing limbs. Quickly press the Web-Swing button to recover. Spider-Man uses webs to fling himself high and right himself. Resume web-swinging or web-zip over to the nearest perch point to catch your breath.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

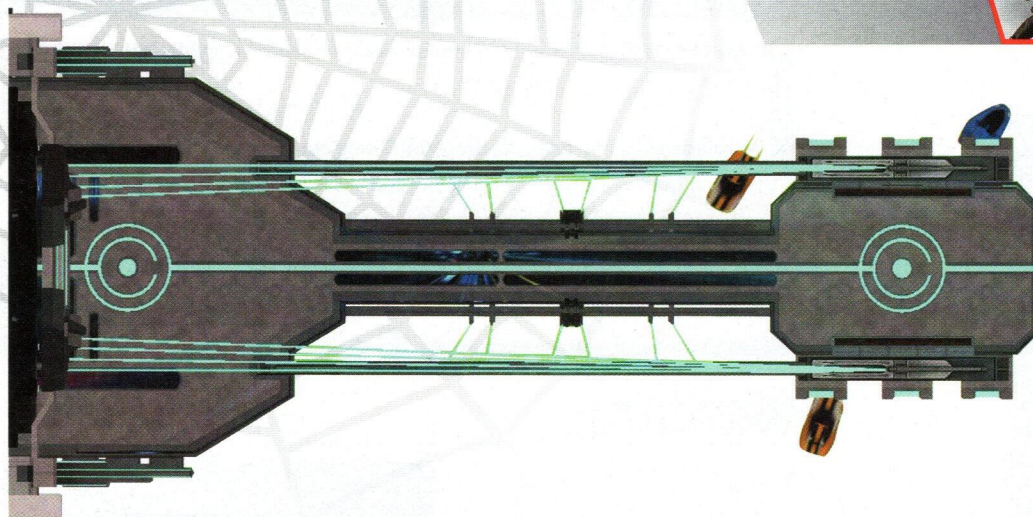
ULTIMATE

FINAL ACT



STAGE MAPS: 2099 TUTORIAL

ENEMIES ENCOUNTERED



ENEMY	TYPE	HP
P.E.P. Officer	Light Human	2400

COMBAT TRAINING

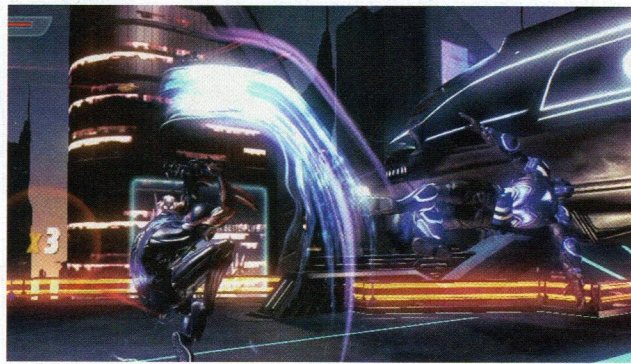
The action shifts over to the 2099 dimension, where Miguel O'Hara, the Spider-Man of this era, has located another fragment of the Tablet. Unfortunately, security officers of the Alchemax Corporation's Public Eye Patrol swoop in to stop him.

SPIDER ATTACK COMBO

Cross the bridge until Spider-Man encounters incoming enemies. A specific button combination, known as a "combo," appears at the bottom of the screen. Each time a button combo displays, you must execute the combo against an enemy to move on. Press the Fast Attack button three times to execute Spider-Man's basic combo against a single enemy.

SPIDER STRIKE COMBO

When the next enemy jumps off the cruiser, press the Strong Attack button twice to execute Spider-Man's Spider Strike combo; for Spider-Man 2099, they're a set of spinning kicks. Note that this combo is effective against all enemies surrounding Spider-Man.



AIR LAUNCHER

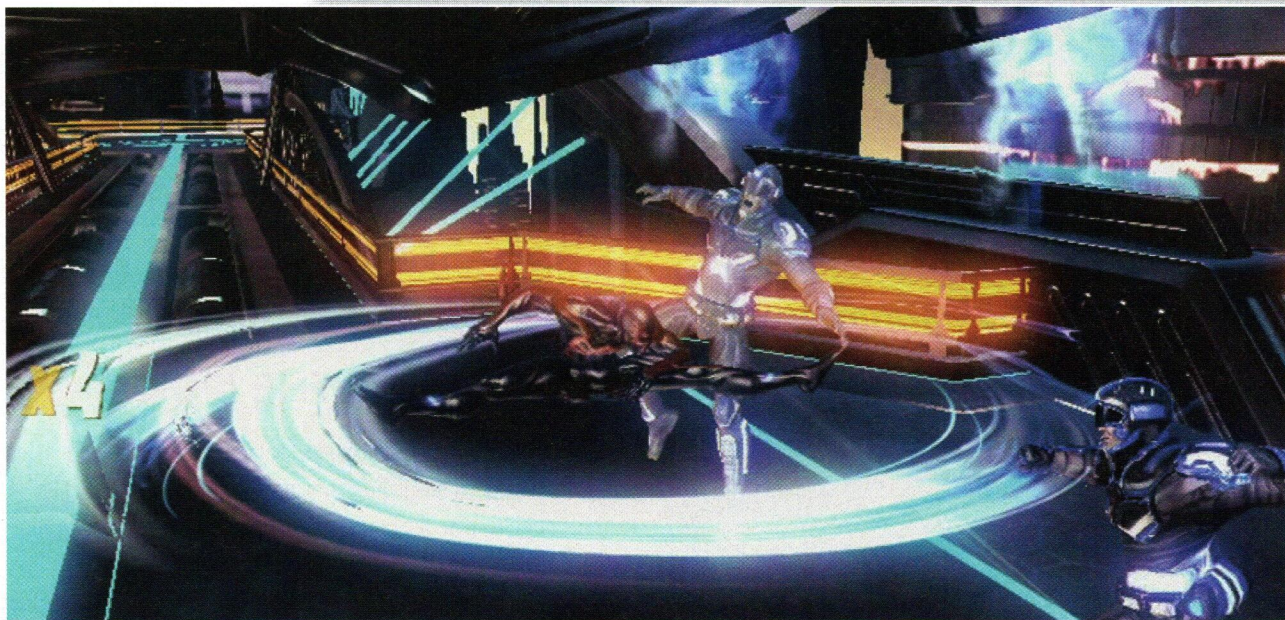
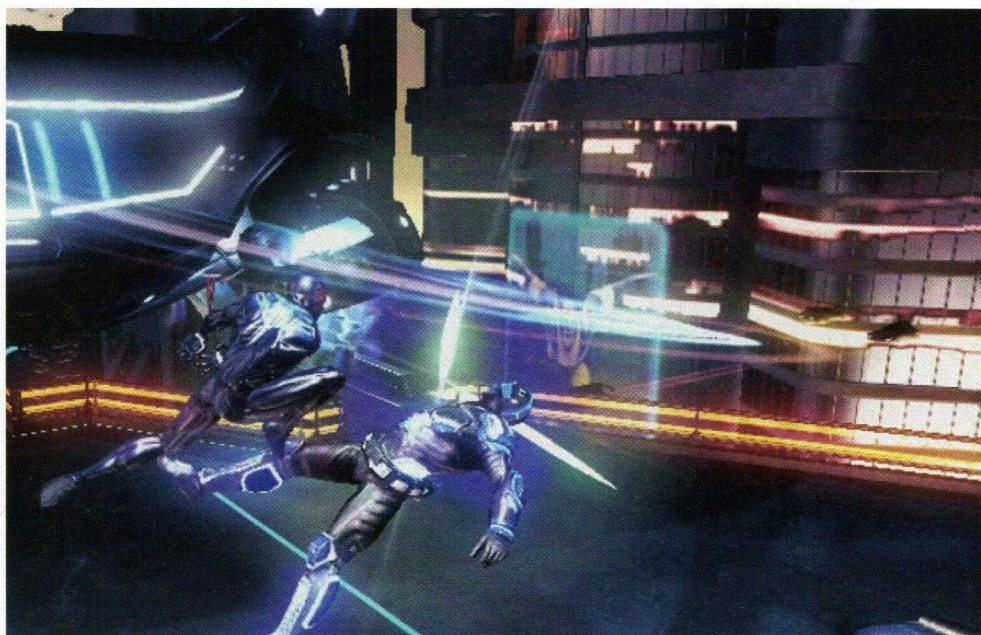
Against the next enemy, press and hold the Strong Attack button to knock them up into the air. Note that Spidey follows the enemy upward, allowing for an additional mid-air combo follow-up, like the Aerial Rush Combo.

GRAB AND GRAB ATTACK

Approach the next enemy who jumps off the cruiser and press the Grab button to seize them and hoist them into the air. Immediately press the Fast Attack button three times to beat the enemy to a pulp while Spider-Man holds him tight.

AERIAL RUSH COMBO

Pursue the same enemy, and again press and hold the Strong Attack button to knock him skyward. As soon as Spider-Man is airborne alongside the enemy, press the Fast Attack button in rapid succession to deliver a mid-air combo.



BRAWL TIME!

Lastly, a trio of P.E.P. officers drops from the cruiser. You must defeat all three of them to complete this stage in the tutorial. When facing multiple enemies, it's wise to use either a Spider Strike combo (Strong Attacks) to damage all foes simultaneously, or use an Aerial Rush Combo (Air Launcher with combo follow-up) to isolate one foe and bash them away from the others. After you've eliminated one or more enemies, it's safer to take apart the remaining foes with Spider Attack (Fast Attack) combos. Only against the last foe standing should you attempt a Grab Attack; otherwise, Spider-Man becomes vulnerable to attack from the side or behind when other enemies are around.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

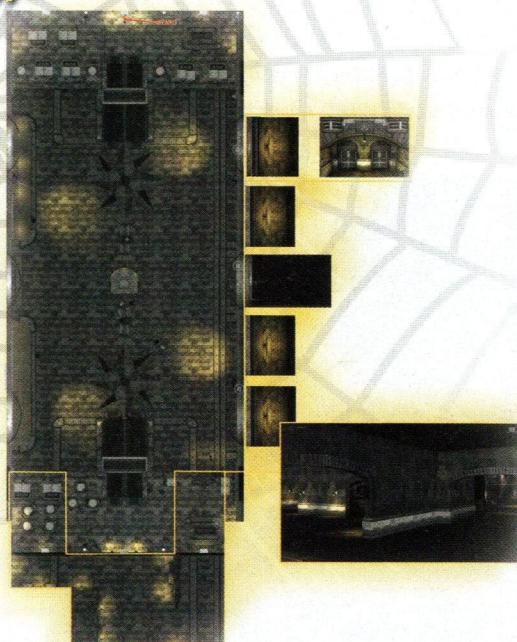
2099

ULTIMATE

FINAL ACT



STAGE MAPS: NOIR TUTORIAL



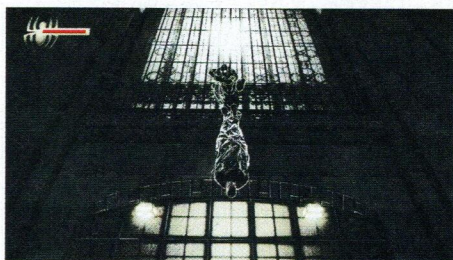
ENEMY	TYPE	HP
Gangster	Light Human (Ranged)	6000

ENTER THE DARK

Now that Spider-Man has acquired a fragment of the Tablet in his dimension, the action shifts over to the Noir universe. In an alternate 1930's, Spider-Man Noir must utilize shadows and stealth takedowns in order to infiltrate areas unseen; otherwise the machinegun-toting gangsters he faces will make short work of him!

STEALTH TAKEDOWN

Spider-Man is perched directly above an enemy. Press the Grab button to perform a stealth takedown. Spidey hoists up the



gangster with his webs, knocks him out, then cocoons him in webbing and leaves him for the authorities to find. This is the preferable way for Spider-Man to take down enemies; he won't last long in direct confrontations.

SEEING IN THE DARK

Activate his Spider-Sense as directed by Madame Web to locate the Tablet fragment. It's locked behind a gate waiting for the gangster's boss to come and claim it.

ENEMIES ENCOUNTERED

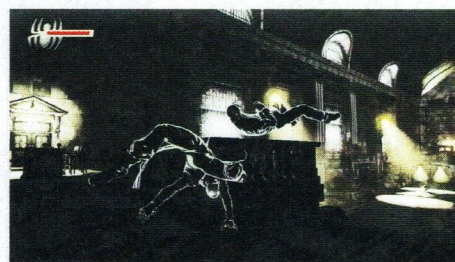


NOIR REQUIRES GOOD SPIDER-SENSE

Using Spider-Sense also gives Spider-Man Noir a better sense of his surroundings by lightening the shadows. However, moving while Spider-Sense is activated is dangerous since the shadows may not be as dark as Spider-Sense makes them seem.

ATTACK FROM SHADOW

Stealth takedowns can also be activated from behind, preferably in the shadows. Tilt the Left Analog Stick forward to make Spider-Man drop



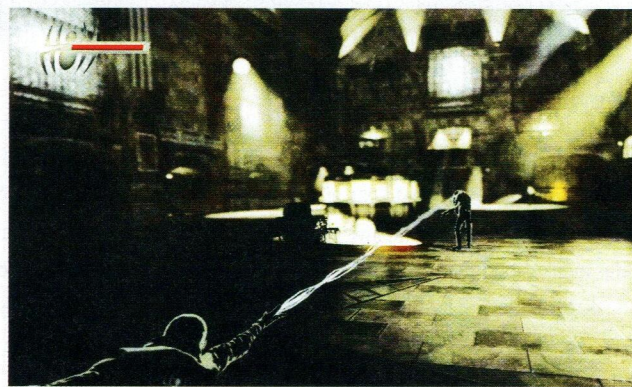
to the ground below the light post. Cautiously approach the stationary gangster on the stairs directly ahead. Use webs to grab him from far behind to initiate a takedown.

PULL VILLAINS INTO THE DARK

Descend the stairs and move to the right. Here a gangster is patrolling a small area within a ring of light. Slowly and carefully move Spider-Man up to the edge of the light and wait for the gangster to turn away. As soon as he does, press the Grab button for a takedown.

STAY OUT OF THE LIGHT

Web-zip to the perch point in the dark center of the station. From here you can easily watch the guard patrolling to your right. Wait for him to head your direction, then turn to the right. As soon as he turns, it's safe to drop from the perch and grab him for a takedown.

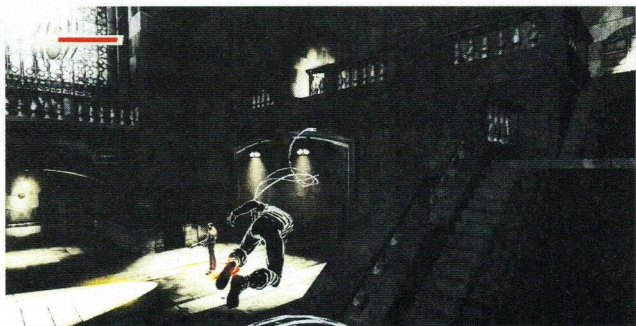


WARNING! IN CASE OF ALARMS, RETREAT TO SHADOW

The gangster patrolling a rectangular pattern in the corner is the most likely to spot Spider-Man. If this happens, he'll open fire and alert all the other guards in the area. The best strategy is to retreat quickly and find shadows to hide in. Go back toward the starting point, and use web-zipping or web-swinging to get out of sight faster. Wait until alerted gangsters return to their patrol routes before resuming your mission.

GET ABOVE AND BEHIND YOUR PREY

The last gangster in this area remains stationary under a large pool of light, making him difficult to approach. Angle the camera until the perch point on the dark railing of the back stairs is highlighted with an icon and web-zip over there. Angle your camera to look at the rail above the last gangster in this area.



Web-zip up to the railing, and angle your camera down until a perch point appears on top of the light mount above the gangster's position. Web-zip onto the light. From here you can easily grab your prey for a takedown.

WAIT OUT OF SIGHT

Drop to the ground and enter the tunnel below the stairs, activating Spider-Sense in order to keep tabs on the last gangster who



patrols the back corridor. Approach the archway at the back of the first corridor segment. Wait in the shadows just around the corner and watch the last guard. He approaches the archway, stands for a second, then turns and walks away. As soon as he turns, enter the archway and take him down.

COLLECT THE TABLET PIECE

Approach the gates where the Tablet fragment is being held at the end of the corridor. Press the Grab button to initiate a Web-Pull, then tap the Grab button repeatedly to rip the gates open. Spider-Man takes the Tablet fragment, completing the Tutorial. The next level is now available.

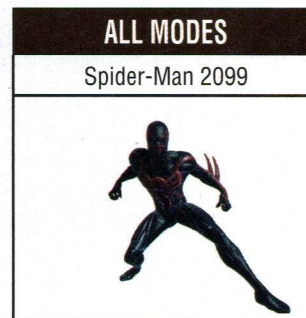
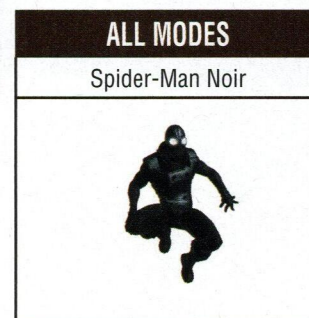
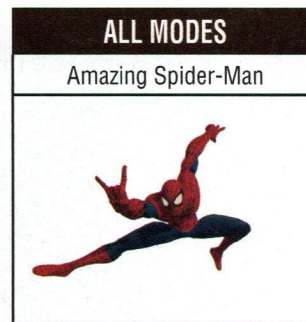
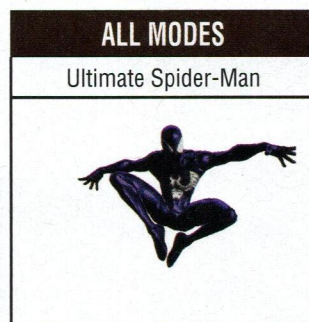


BONUS GALLERY LISTS

Completing levels unlocks items in the Bonus Gallery. The items unlocked depend upon the level difficulty completed, as listed in a table appearing at the end of each level description.

BONUS GALLERY UNLOCKS: TUTORIAL

ALL MODES	
CHARACTER BIOS	CONCEPT ART
Amazing Spider-Man Ultimate Spider-Man Spider-Man Noir Spider-Man 2099 Madame Web	Ultimate Spider-Man, Tutorial Amazing Spider-Man Spider-Man Noir Spider-Man 2099 Tablet of Order and Chaos



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

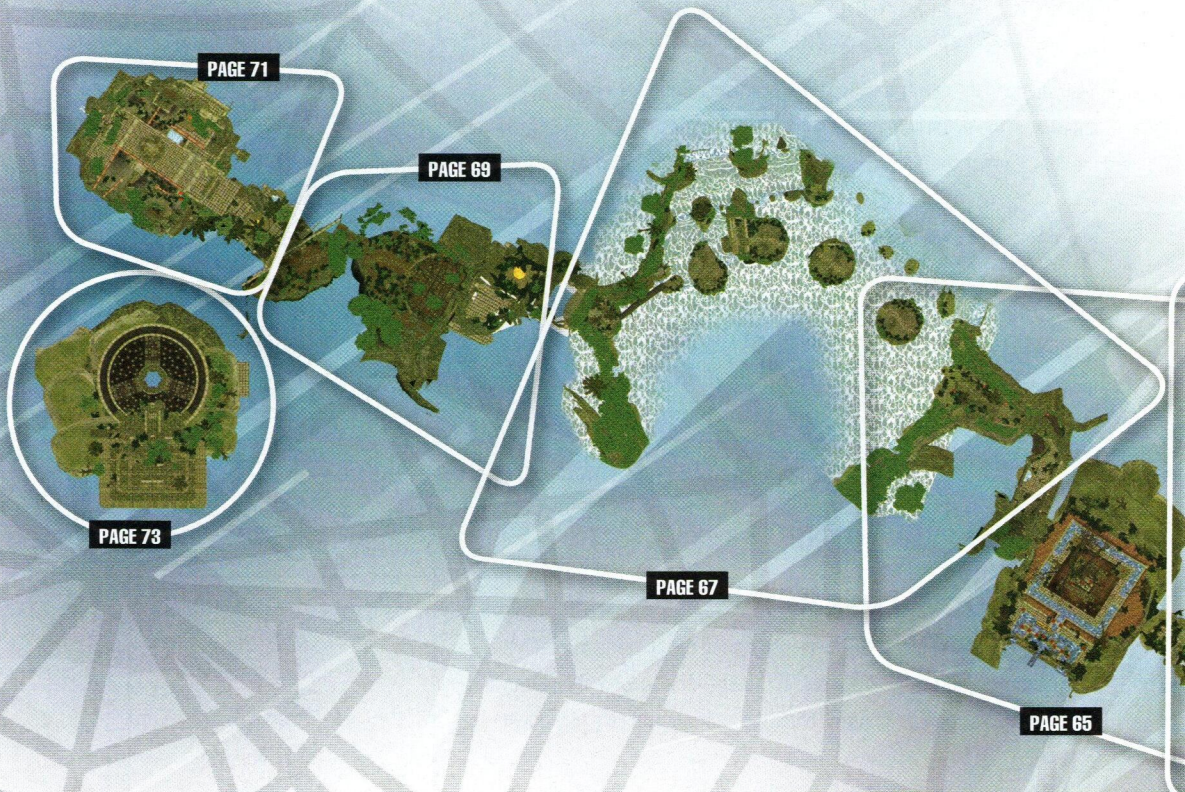
ULTIMATE

FINAL ACT

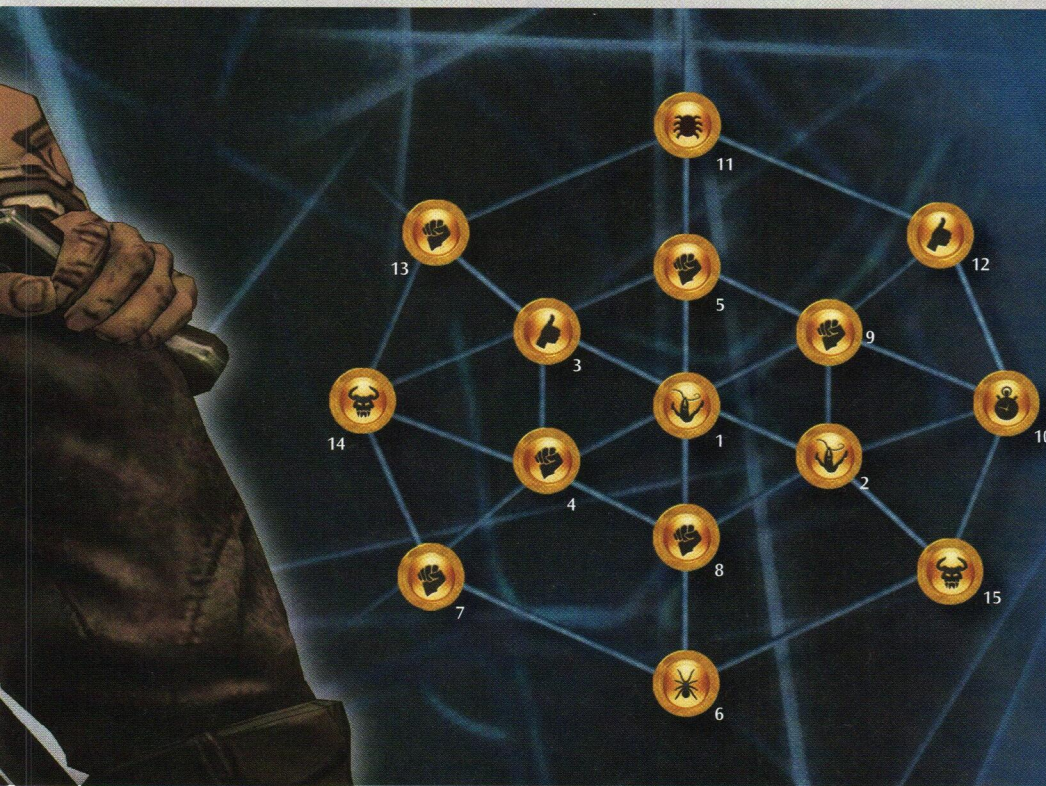
AMAZING:

KRAVEN

STAGE MAP

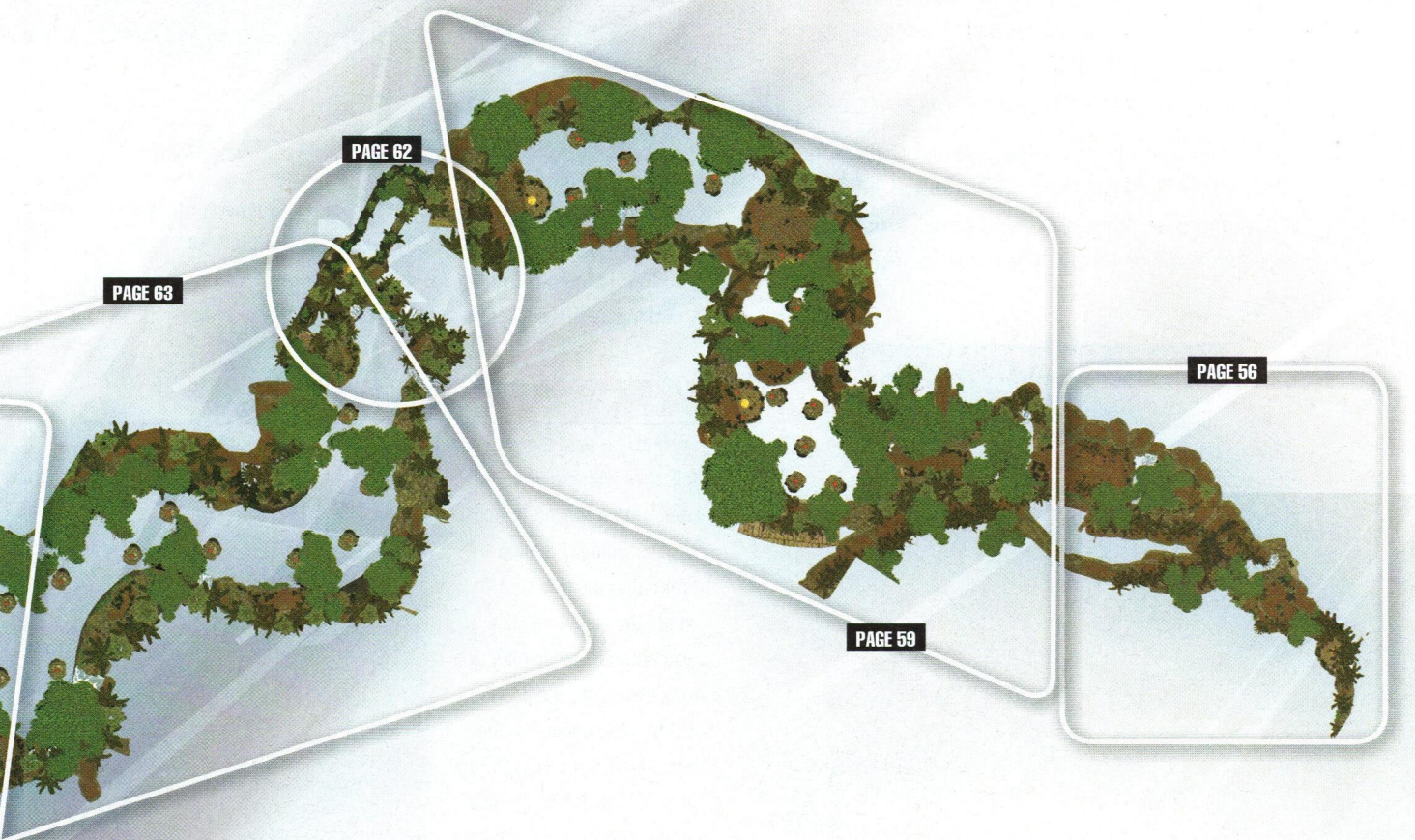


ENEMIES ENCOUNTERED



WEB OF DESTINY

- 1 OVERSIZED DOOR
- 2 JUST KEEP SWINGING
- 3 EVASIVE RESPONSE
- 4 THRILL OF THE FIGHT
- 5 BROKEN ARTIFACTS
- 6 SPIDER COLLECTOR
- 7 THRILL OF THE HUNT
- 8 STANDING TARGET
- 9 STRIKE!
- 10 HUNTER'S PREY
- 11 EMBLEM COLLECTOR
- 12 SITTING DUCK
- 13 HEAVY FALL
- 14 KRAVEN'S DEN
- 15 PILLARS OF STRENGTH

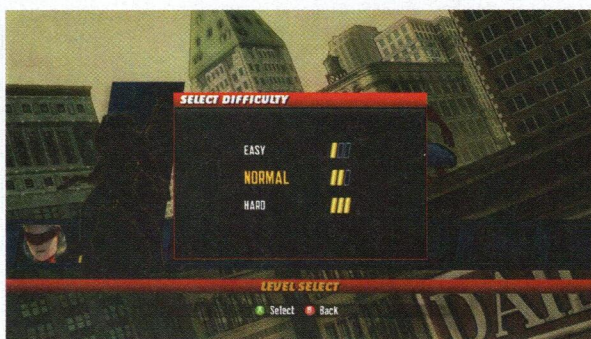


ENEMY	TYPE	HP
Hunter	Light Human	2400
Hunter (Swords)	Light Human (Sword)	2400
Gunner	Light Human (Ranged)	1500
Jackal	Medium Humans (Captains)	7200
Goliath	Heavy Humans	17,500



SELECTING DIFFICULTY

When selecting any level to attempt other than the Tutorial, you may choose the difficulty level: Easy, Normal, or Hard.



Completing Easy mode unlocks character bios in the Bonus Gallery. Completing Normal mode unlocks Concept Art, and completing Hard mode unlocks 3D Figurines. Awards aggregate, meaning that completing a level one time on Hard mode unlocks all Character Bios, Concept Art, and Figurines pertaining to that stage.

All descriptions contained in this guide describe how to complete the levels and challenges in **Normal** difficulty. If a level proves too difficult for you to complete in Normal mode, we recommend restarting in Easy mode.



AREA MAP

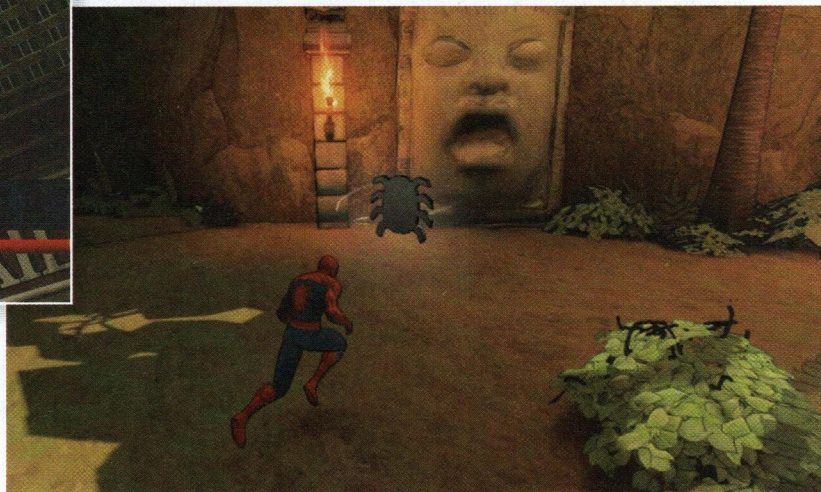


KRAVEN'S HUNT IS ON

While Amazing Spider-Man is chasing down another Tablet fragment, he falls into a trap laid by Kraven the Hunter. After succumbing to knock-out gas, he awakens in the deep jungle wondering what Kraven has in store for him this time.

SPIDER EMBLEMS

Move to the edge of the platform and web-swing across the chasm. Run to the center of the area and collect the Gold Spider Emblem. These shiny tokens distributed throughout levels both restore your health and increase your Spider Essence, points that can be spent to purchase Character Upgrades and Combat Upgrades.

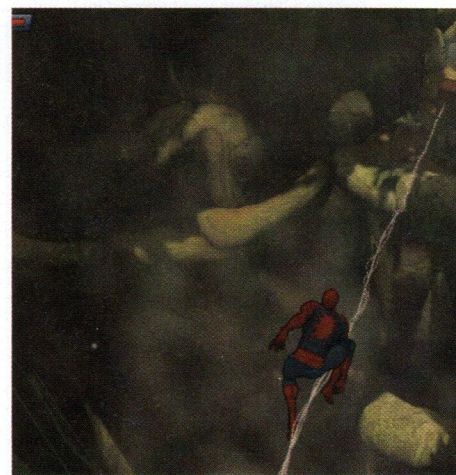


COLLECT ALL SPIDER EMBLEMS!

Each Silver Spider Emblem adds 25 Spider Essence points and each Gold one adds 100. Collecting large numbers of Silver and Gold Spider Emblems is also a criterion that determines ranking at the end of each level completed.

HIDDEN LEDGE BELOW

Web-swing past the waterfall, then web-zip up to the tree root on the left to collect a Silver Spider Emblem. From atop the tree root, rotate the camera all the way around Spider-Man to look down into the previous chasm. A low ledge in the chasm is a good spot for another Silver Spider Emblem. Jump onto the next ledge up and then web-zip up to the top of the column above.



KRAVEN THE HUNTER

REAL NAME: Sergei Kravinoff

IDENTITY: No dual identity

CITIZENSHIP: Former citizen of Russia, United Kingdom, U.S.A., and Ethiopia with an international criminal record

PLACE OF BIRTH: Volgograd, Russia

EDUCATION: College graduate

FIRST APPEARANCE: *Amazing Spider-Man* #15 (1964)

Sergei Kravinoff, the man called Kraven, has one driving passion: to be the world's greatest big game hunter! To that end, he has mastered every weapon in the hunters' arsenal, from rifles to poison-tipped blow darts, from bows and arrows to knives and machetes. But the weapons he prizes above all others are his bare hands!

In his travels, Kraven has learned of secret jungle herbs and potions, concoctions which have heightened his senses, strength, and speed to the point where they are far greater than any animal known to man. In fact, his skills are so great, that of all the creatures on Earth, only one gives him any challenge – and that is why Kraven the Hunter sets his sights on the sensational Spider-Man!

CONTINUE TO THE OVERSIZED DOOR

Web-swing back near the tree root, then web-zip up to the top of the short column above to collect another Silver Spider Emblem. Jump forward from the column, pick up the Gold Spider Emblem at the edge of the next drop, and web-swing across.

Spidey encounters Kraven, who has a Tablet fragment. The crazy hunter is certain that its power will allow him to finally hunt and defeat Spider-Man, just like he's always wanted.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

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ACT 2

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ACT 3

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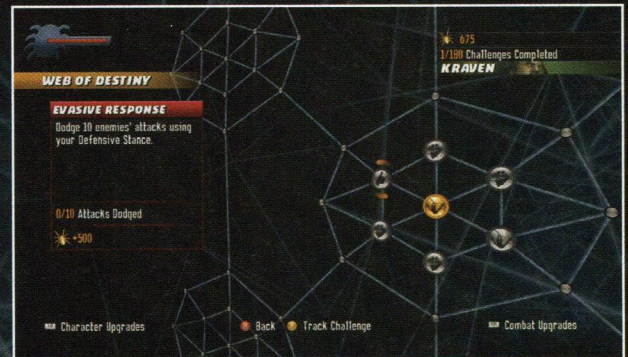
FINAL ACT



CHALLENGES AND THE WEB OF DESTINY

After Kraven departs, the first challenge, Oversized Door, is complete. Didn't know you were engaged in a challenge? Turns out you're *always* engaged in challenges! Meeting Kraven unlocks the Web of Destiny in the main menu. Press the Web of Destiny button (Back or Select) to bring up the screen.

The Web of Destiny displays as a grid resembling a spider web. The initial challenge, Oversized Door, is in the center of the web. Completing it causes its node to change from silver to gold. Also, the surrounding six nodes are revealed, meaning that you now discover what's required for these new challenges. When any of these challenges are completed, the hidden nodes connected to that challenge pop up. In short, completing challenges reveals more challenges.



While viewing the Web of Destiny, use your Left Analog Stick to move from node to node. A brief description pops up for each node. Once these nodes appear on the Web of Destiny, the challenge is engaged. Meet the criteria of the challenges at any time during this level and you'll complete the challenge.

Note the button icons near the bottom of the Web of Destiny screen. By pressing the button shown, you can mark a challenge for tracking. The nodes of tracked challenges become encircled with gold. Also, a small tracking message appears in the upper right corner of the screen, displaying the challenge name and the criteria remaining as well as the total criteria required. For example, "2/10 Attacks Dodged" when tracking Evasive Response. Up to three challenges can be tracked at a time.

Completing challenges awards large amounts of bonus Spider Essence. Also, when certain numbers of challenges have been completed, new Character Upgrades and Combat Upgrades become available for purchase.



WE COVER CHALLENGES IN CONTEXT

Because many challenges are tied to key events of the game, such as boss fights, we've covered them in the walkthrough during the levels in which they can be completed. The challenges are presented when it seems the best time to try to complete them, and tips provided for each show you how.

For example, the Oversized Door challenge occurs here, so we've covered it. We also cover Just Keep Swinging because it's an easy challenge to complete before proceeding any farther.

01 OVERSIZED DOOR

- ▶ **OBJECTIVE:** Reach Kraven's hunting ground.
- ▶ **SPIDER ESSENCE:** +500

Simply approaching the oversized doors and viewing the first scene where Kraven appears is enough to complete this challenge. Once done, you must enter the Web of Destiny screen to watch a short tutorial.

The surrounding challenge nodes are revealed on the Web of Destiny: Broken Artifacts, Evasive Response, Strike!, Just Keep Swinging, Standing Target, and Thrill of the Fight.

02 JUST KEEP SWINGING

- ▶ **OBJECTIVE:** Perform 5 consecutive Web-Swings without touching the ground.
- ▶ **SPIDER ESSENCE:** +1000

Before going through the oversized doors, simply turn around and web-swing all the way back to the starting point without touching the ground. The distance is perfect and the absence of enemies makes this the perfect location to complete this challenge.

The following two challenges become visible on the Web of Destiny: Hunter's Prey and Pillars of Strength.



AREA MAP



PURSUE KRAVEN

Run through the now-open oversized doors. Web-swing across the chasm and collect the Silver Spider Emblem at the edge of the next platform. From here, look down and to your left until a perch point icon appears at the top of a column. Web-zip over to it, then web-zip to the next column.



PRACTICE THROWING JARS

From the second perch, look to your left to spot an opening in the cliff face. Web-zip to the column at the opening's ledge. Notice the sandstone jars in this area. Now's as good a time as any to practice grabbing the jars and throwing or kicking them. If enemies were nearby, Spider-Man would automatically target them with the jars. This practice will prove useful the next time you're in combat.



FEELING LOW? BREAK SOMETHING!

Smash crates and other objects to release Spider Essence, which both restores Spider-Man's health and allows him to purchase upgrades.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

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ACT 2

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FINAL ACT

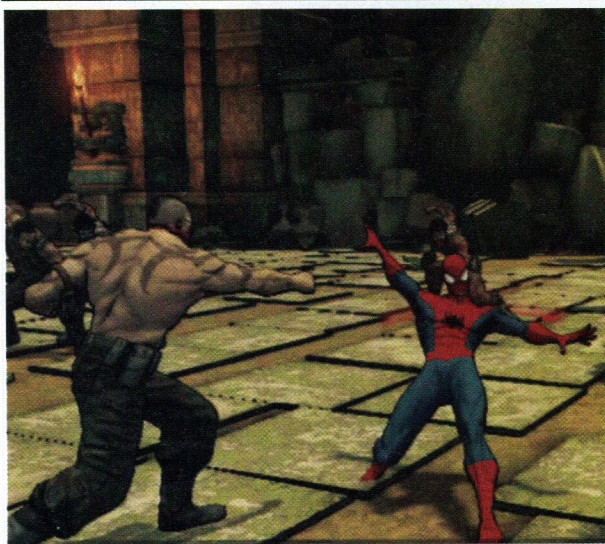


SEARCH HIGH LEDGES

Jump from the column in the alcove back over to the columns suspended over space, and continue web-zipping from one to the other until you reach the next landmass. Notice the tall wall on the left. Either wall-crawl all the way up there or web-clip up to the columns on the top to find a Silver Spider Emblem.



HUNTERS ATTACK!



Web-clip back to perch on the suspended columns, and continue web-zipping along the ravine until you catch up with Kraven. The master hunter introduces Spider-Man to his protégés, also known as “The Boy Band.”

The unarmed enemies attack with standard punches and kicks. Hold the Defensive Stance button to dodge simple enemy attacks. When the nearest enemy attempts a combo and fails, you then have an opportunity to counter-strike. While defending, Spider-Man is locked on to a target. You can change which enemy Spider-Man targets by moving the Right Analog Stick.

Use Strong Attack combos against the enemies when in force, then use Fast Attacks to weed the last 2-3 guys down to just one. Finally, grab the last guy and punch his lights out. Keep this strategy in mind from here on, because it's the last time we'll mention it.

03 EVASIVE RESPONSE

- ▶ **OBJECTIVE:** Dodge 10 enemies' attacks using your Defensive Stance
- ▶ **SPIDER ESSENCE:** +500

The initial group of unarmed enemies provides the best opportunity you'll encounter in this level for completing this challenge. Simply track this challenge in the Web of Destiny screen, then hold the Defensive Stance button and dodge attacks until the challenge is complete.

Completing this reveals the Heavy Fall and Kraven's Den challenges.

04 THRILL OF THE FIGHT

- ▶ **OBJECTIVE:** Defeat 10 hunters.
- ▶ **SPIDER ESSENCE:** +500

Though you won't be able to complete it here, this is where your body count starts. Continue defeating hunters here and in the next area, and this challenge practically completes itself, with a bit of help from Spidey of course.

Completing this reveals the Kraven's Den and Thrill of the Hunt challenges.

05 BROKEN ARTIFACTS

- ▶ **OBJECTIVE:** Hit 10 hunters using sandstone jars.
- ▶ **SPIDER ESSENCE:** +500

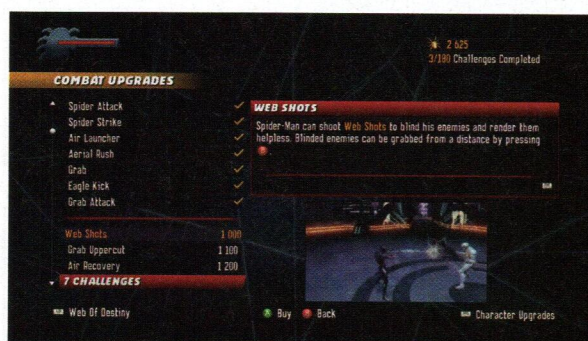
This is another challenge you can't complete now, but you can certainly start working on. Notice the sandstone jars near the back wall of the Boy Band's area. When the enemies are not close to them, run toward the pots, grab one and kick it toward an enemy. (Kicking works better than throwing.) You don't have to defeat the enemy with the jar, but you most likely will. Continue working on this challenge now and in the next several areas. You may want to attempt to finish this here by throwing the jars at the enemies. Using two per enemy should complete this challenge!

Completing this challenge reveals the Emblem Collector challenge on the Web of Destiny.



COMBAT UPGRADES

Completing three challenges unlocks the first set of upgrades available on the Combat Upgrades screen. Combat Upgrades include new skills for Spider-Man, such as becoming able to blind enemies with Web Shots or performing an uppercut while grabbing an enemy. Videos show all Spider-Men performing their variations on the skill. These skills can be purchased using available Spider Essence. Combat Upgrades are applied to all four Spider-Men, except where noted in the description.



DASH JUMP AND WEB-ZIP

When Kraven's hunters are defeated, proceed to the next ledge. Web-zip to the nearest column. Note that the next column is not close enough to reach with a Web-Zip. In order to reach it, you must tilt the Left Stick toward it and press Jump to Dash Jump. As Spider-Man jumps, watch the column carefully. Halfway through the air, the perch point icon will appear atop the column. Quickly press the Web-Zip button to reach the next column.

From the second column, turn the camera to the right to notice an alcove in the cliff wall, filled with enemies. Dash jump and web-zip over there and beat up the four-man crew to obtain a Silver Spider Emblem. Once they're down, web-zip from this area back out to the spread of columns.



Dash jump and web-zip across the columns to the next alcove in the right-hand wall. Defeat the five-man team here, hitting them with sandstone pots as many times as possible if you still need to finish the Broken Artifacts challenge.



Search the corner by the tree and notice a golden spider crawling on the wall. This **Hidden Spider** is one of 8 in the level. Finding them all is the requirement of the following challenge...



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

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ULTIMATE

ACT 2

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ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



06 SPIDER COLLECTOR

- ▶ **OBJECTIVE:** Find ALL (8) of the Hidden Spiders.
- ▶ **SPIDER ESSENCE:** +5000

The Hidden Spider in the corner alcove cave is the first of eight you can find in this level. The locations of the other seven are highlighted as you proceed through this walkthrough. Using Spider-Sense is useful in finding the Hidden Spiders, since it makes them glow yellow.

Completing this challenge can reveal Pillars of Strength and Thrill of the Hunt on the Web of Destiny.



AREA MAP



07 THRILL OF THE HUNT

- ▶ **OBJECTIVE:** Defeat 30 hunters.
- ▶ **SPIDER ESSENCE:** +1500

By the time you clear out the corner cave in this area, you'll already be halfway toward completing this challenge. Continue defeating enemies here and in the next area, and like the other "Thrill" challenge, this almost completes itself!

Completing this challenge can activate Kraven's Den and Spider Collector on the Web of Destiny.

TEMPLE ENTRANCE

Exit the alcove cave and resume following Kraven. Wall-crawl up the smooth vertical to collect a Silver Spider Emblem. Defeat another group of enemies, using the sandstone jars to defeat as many as possible. Climb the wall into the building.

Inside, Spider-Man encounters armed enemies. Equipped foes perform attacks that cannot be dodged automatically simply by holding the Defensive Stance button. When such enemies are about to launch an attack, Spider-Man's Spider-Sense tingles, as indicated by a fan of wavy lines appearing above his head. When this occurs, tap the Defensive Stance button to roll out of the way. For greater control, try performing evasive rolls by holding Defensive Stance and pressing the Jump button. If you roll towards an extremely close enemy, Spider-Man rolls behind them for an ambush attack.

Again, grab the plethora of clay pots in this area and kick them at enemies to complete the Broken Artifacts challenge.



TRAP DETECTION

Continue through the next doorway. Web-swing over to where Kraven stands, taunting. Proceed to the next ledge and web-zip over to the tree root on the far side. Walk along the tree route to the end.

Activate your Spider-Sense. Notice the three orange-highlighted stone columns around the area? These are traps that will activate when Spider-Man steps in a certain area, such as the spot where the Spider Emblem floats. His Spider-Sense tingles when the trap activates. Tap the Defensive Stance and Jump buttons immediately to make Spidey back flip out of harm's way. Proceed through the next doorway.



AREA MAP



ZIP KICK THE SNIPERS

Kraven orders men with machine guns to take up positions surrounding the next ravine area. Dash jump and use your web-zip to zip kick the ones on the columns, knocking them to their deaths.



Divert to the left and take out the gunners in the side alcove. Then web-zip back out to the suspended columns.

WALKTHROUGH

TUTORIAL

ACT 1

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ACT 3

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FINAL ACT

WEB-JUMP TO THE HIGH LEDGE



Dash jump and web-zip to the next column. Activate Spider-Sense and look up and to the left. Notice the trap columns on the ledge high above. To reach the ledge, you must web-jump straight up repeatedly. Press and hold Jump several times to do so, then web-swing across to the ledge. Collect the **Hidden Spider** on this ledge.

Drop back into the ravine and resume dash jumping and web-zipping from column to column, knocking two more gunners off their perches. Continue over to the alcove on the right. Grab the Spider Emblem and quickly press Defensive Stance to evade the deadly darts shooting from the trap columns on either side.



Return to the ravine, dash jump and zip kick the last gunner off his perch. If you zip kicked all gunners on columns in this area, the Standing Target challenge should be complete.



08

STANDING TARGET

▶ **OBJECTIVE:** Zip kick 5 gunners off their perch point.

▶ **SPIDER ESSENCE:** +1000

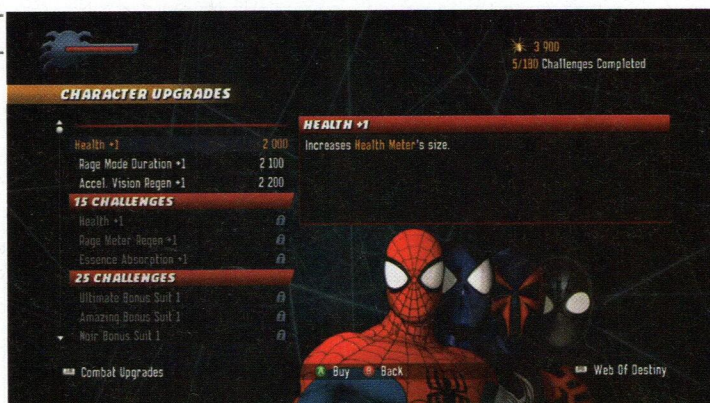
By performing a Web-Zip toward a perch point where a gunner is standing, you'll execute a zip kick that knocks the gunner to his doom. There are exactly five gunners in this area, so make sure they all fall by the same manner to complete this challenge.

Completing this unlocks the Spider Collector challenge.



CHARACTER UPGRADES

By this point you should have completed at least five challenges, if not more. Completing five challenges unlocks the first trio of upgrades on the Character Upgrade screen. Character Upgrades allow you to increase things like the health meter, Essence absorption, Ultimate Spider-Man's Rage meter, Spider-Man 2099's Accelerated Vision, and more. Character Upgrades also include bonus suits for all four Spider-Men allowing you to change the costumes of your favorite Wall-Crawler.



THE WEB-STRIKE

Web-swing over to where Kraven waits. Follow him into the next area. Run carefully across the tree root to the far end. A big enemy emerges from the door on the left. Though unarmed, he performs attacks that Spider-Man sometimes cannot dodge with his Defensive Stance alone.

A brief pop-up shows that you now have the Web-Strike ability. As Madame Web instructs, back away from the enemy. Press and hold the Grab button to fire a web at him. Spider-Man then launches himself at the foe for an attack, knocking him off balance. Quickly follow up with a combo, then evade his follow-up combo. Perform additional Web-Strikes until he is defeated.



Another group of enemies storms the courtyard. Use Web-Strikes repeatedly to complete the Strike! challenge. Afterward a lone gunman emerges from the other door in the area. Knock him out, then proceed through the open door.

09 STRIKE!

▶ **OBJECTIVE:** Successfully web-strike 10 hunters

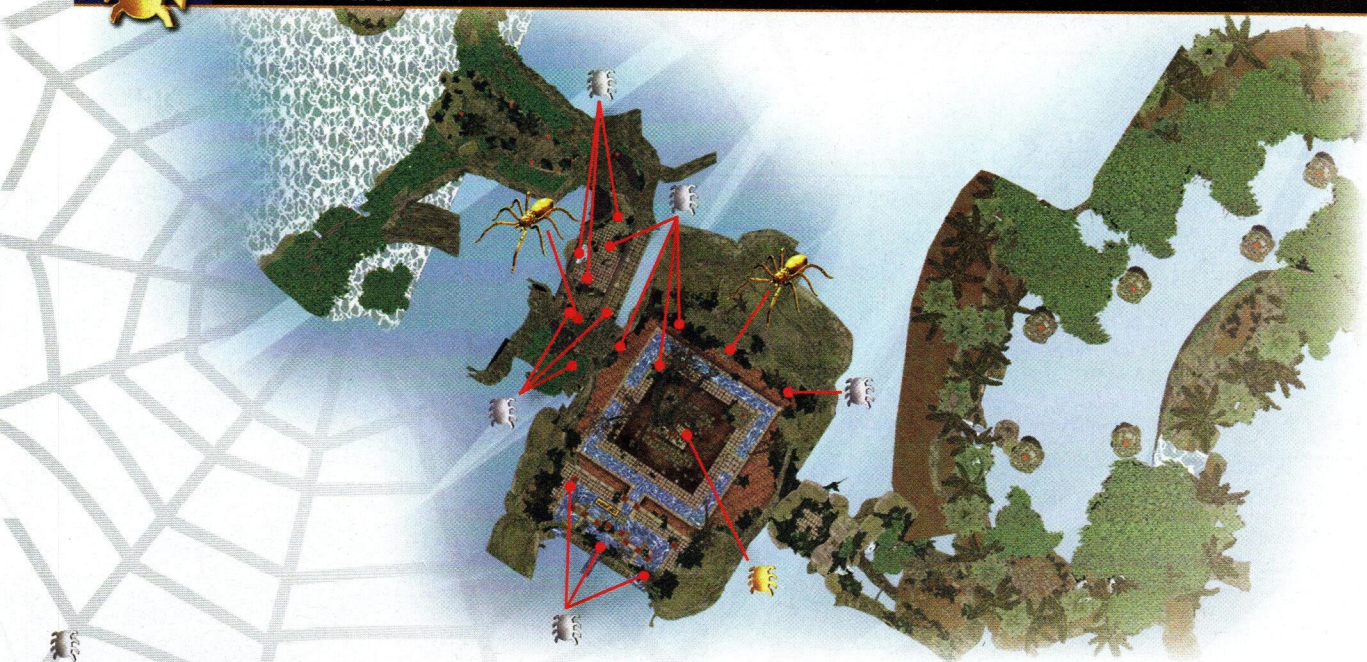
▶ **SPIDER ESSENCE:** +2000

Once Spider-Man obtains the ability from Madame Web, use Web-Strike to attack at least 10 times. The attack doesn't have to kill the target, so attacking one enemy with multiple Web-Strikes still counts. Use Web-Strikes repeatedly against the enemies in this area and in the next courtyard to complete this challenge easily.

Completing this reveals the Hunter's Prey and Sitting Duck challenges.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

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ACT 2

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ACT 3

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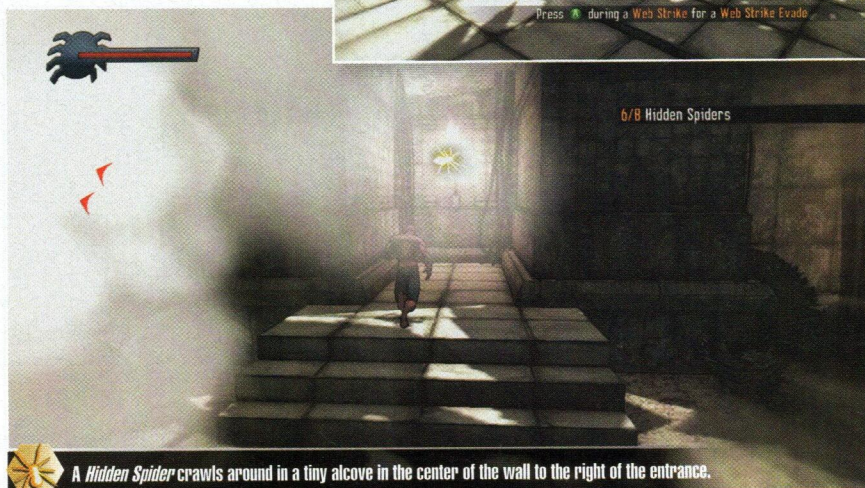
FINAL ACT



THE MAIN COURTYARD

Aside from the large group of enemies in this area, spears are fired from machinery in another area. Spider-Man's Spider-Sense tingles if a spear is about to strike, so tap the Defensive Stance button frequently to avoid damage. Spears that stick into the ground release a smoke cloud, obscuring vision. Fight this by activating Spider-Sense in order to see your enemies through the fog. It also helps you find the numerous Spider Emblems in this courtyard.

Defeat the enemies on the ground by employing Strong Attacks frequently. Use Web-Strikes to quickly cross long distances to reach the next foes. Once the ground area is clear, web-swing and use web shots to reach the snipers on the raised fountain area. Collect the multiple Spider Emblems in this area as well.



A Hidden Spider crawls around in a tiny alcove in the center of the wall to the right of the entrance.



10

HUNTER'S PREY

► **OBJECTIVE** Take out all of the hunters in the main courtyard in under 4 minutes

► **SPIDER ESSENCE:** +3000

Do yourself a favor and track this challenge after entering the main courtyard, so that you can make good use of your time. Keep Spider-Sense activated the entire time to keep track of enemies. Use repeated Strong Attacks against groups on the ground. When clear, immediately seek out the next group. Use Web-Strikes to reach them and attack more quickly. Then web-swing over to the fountain area and take out the snipers in the raised area. This challenge isn't difficult, and with aggressiveness you should wind up with almost a full minute to spare! Completing this challenge can reveal Sitting Duck and Pillars of Strength on the Web of Destiny.

TRIPWIRE ALLEY

Enter the next area cautiously. As your Spider-Sense will point out, there are tripwire bombs at several locations, such as the entrance. Carefully approach the trap until you've collected the Spider Emblem, then look up and to the right. Web-zip over the trap to the perch on the ledge above.

Use Web-Zip again to fly over another tripwire. Jump into the fountain on the left to acquire a Spider Emblem, then turn around and look at the wall above. You must web-zip up there in order to get around the third tripwire safely.



Upon reaching the upper level, activate Spider-Sense and look to your right. A **Hidden Spider** crawls on the green wall. To reach it, first approach the Spider Emblem in the corner, which triggers the nearby trap columns. Back flip out of the area twice to avoid their darts. Then approach the green wall and wall-crawl to the right until you've grabbed the Hidden Spider.



Web-zip to the perch at the ledge above the corridor. Jump behind the tripwire, then slowly approach it from behind until Spidey collects the Silver Spider Emblem. Now you may continue upstairs and into the next area.

WALKTHROUGH

TUTORIAL

ACT 1

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ACT 2

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ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

EMBLEM COLLECTOR

11

- ▶ OBJECTIVE: Collect 35 Spider Emblems.
- ▶ SPIDER ESSENCE: +2000

If you've been extremely diligent in your emblem collecting, then by this point in the game you should have easily amassed 35 Spider Emblems. Otherwise, just continue collecting them in subsequent areas until this challenge is complete.

Completing this challenge may reveal Heavy Fall and Sitting Duck on the Web of Destiny.

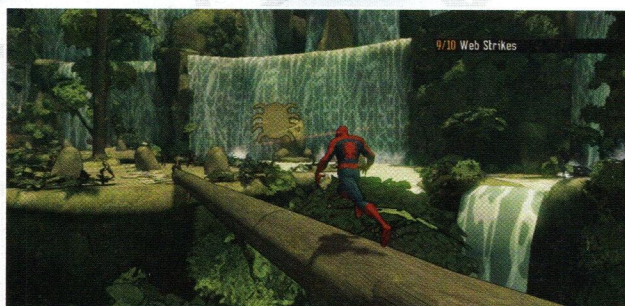


AREA MAP



THE SNIPER'S RANGE

As Spider-Man swings into the next area, he falls within Kraven's sniper range! Jump onto the tree that Kraven blew down and use it as a bridge to the other side. As you near the far end, jump up and press the Grab button to web-strike an opponent on the other side.



The view switches to Kraven's scope as you proceed through the area. Each time Kraven is about to fire, a red circle appears around his crosshairs and your Spider-Sense tingles. Tap the Defensive Stance button quickly to dodge a high caliber bullet. Take out the enemies in the area as quickly as possible using Strong Attacks and Web-Strikes. Also use the boulders in the area as cover by positioning Spider-Man behind them. Kraven can shoot each boulder 2-3 times before it crumbles.

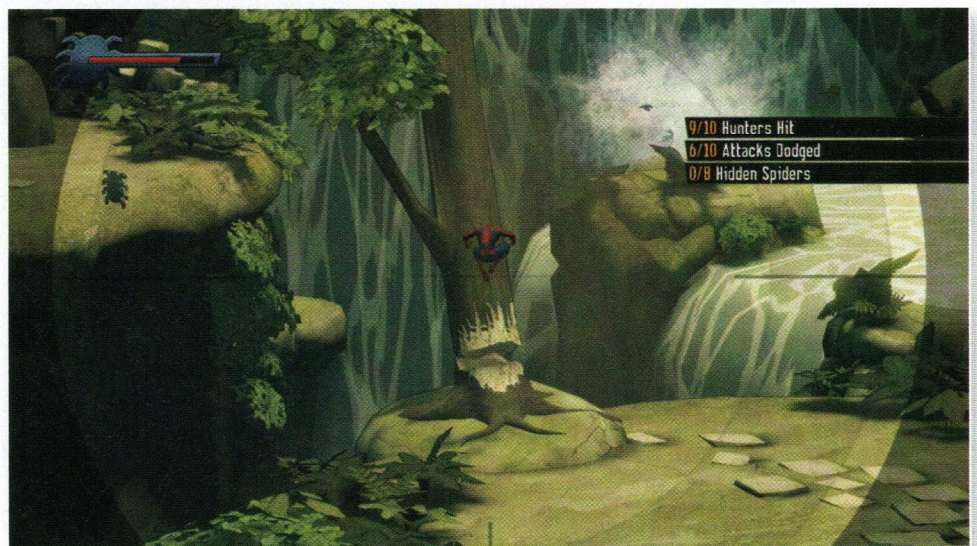


KRAVEN CHOPS YOUR TREE DOWN, HE CHOPS IT UP

After defeating the enemies, approach the tree near the back ledge. Take a Defensive Stance in front of the tree and wait for Kraven to zero in. When the red circle forms on his scope, tilt the Left Analog Stick and press Jump to flip out of the bullet's path. As Kraven's shots strike the tree trunk, it takes damage. After two shots, the tree falls, forming a bridge to the next area.

As before, attack the enemies and avoid sniper fire from Kraven. When clear, again goad Kraven

into shooting down the tree at the back of the platform. Take out the multiple enemies quickly and stay on the move with repeated Web-Strikes. Ascend the stairs, cross the stream and take out the last enemies. Then web-zip onto the tree trunk bridge. Cross it quickly to exit Kraven's sniper range.



12 SITTING DUCK

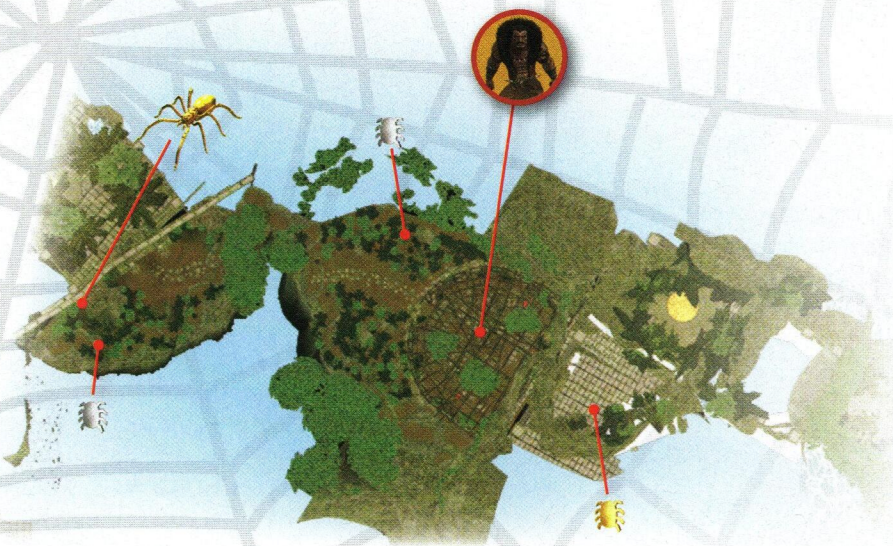
- ▶ **OBJECTIVE:** Dodge 10 bullets from Kraven's sniper in the waterfall area.
- ▶ **SPIDER ESSENCE:** +3000

Dodge out of the way of Kraven's bullets at least 10 times while crossing his line of sight. Hiding behind boulders also counts, so use all of them to goad Kraven into firing. Using the boulders plus goading Kraven into firing on the two trees should allow you to accomplish this challenge fairly easily.

Completing this challenge may reveal Heavy Fall and Sitting Duck on the Web of Destiny.



AREA MAP



13 HEAVY FALL

- ▶ **OBJECTIVE:** Take out a Goliath Hunter by performing a finishing grab.
- ▶ **SPIDER ESSENCE:** +1500

Make sure to finish off the Goliath Hunter with a finishing grab as described in the text. When the Grab button icon appears over its head, quickly approach and press the Grab button to initiate an over-the-top end to the battle.

Kraven's Den and Emblem Collector may be revealed after completing this challenge.

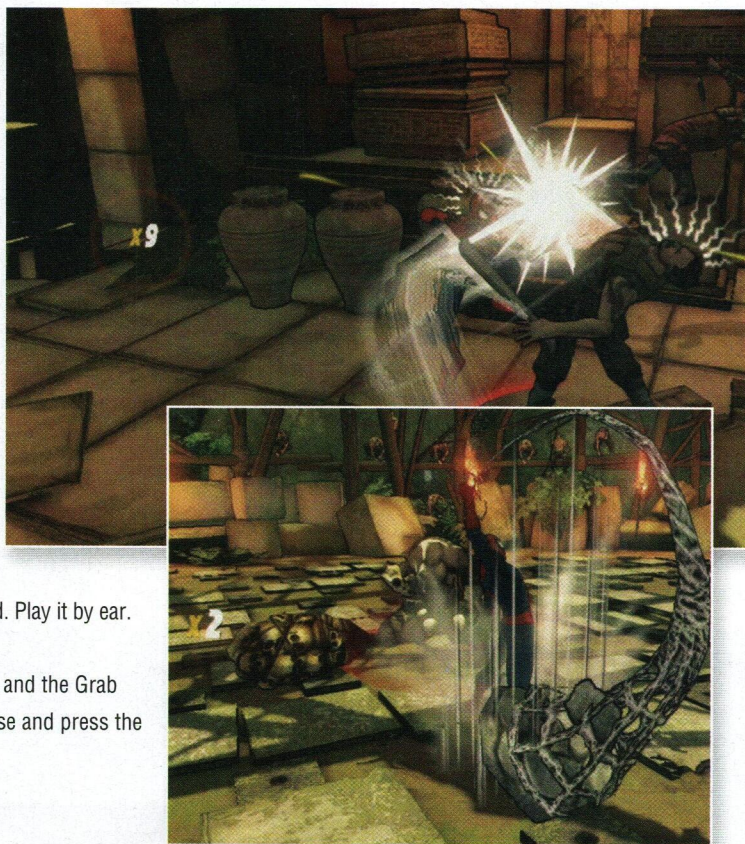
GOLIATH IN THE CAGE

Web-swing across the chasm, or use the columns to either side to web-clip. Dodge the machete attacks of the two hunters, and counter with Web-Strikes and follow-up combos. Continue through the next door when it opens.

Collect the Gold Spider Emblem in the next chamber and then stroll through the next doorway toward the chants of a bloodthirsty crowd. Kraven has a little surprise prepared for Spider-Man!

A Goliath squares off against the infamous Wall-Crawler. When your Spider-Sense tingles, tap the Defensive Stance button to flip away. Evade his combo attacks, then attempt a Web-Strike and follow-up combo. If his Spider-Sense tingles during the Web-Strike, abort by quickly pressing the Jump button. This causes Spider-Man to land behind the Goliath, which may or may not enable an ambush from behind. Play it by ear.

Continue pounding the Goliath in this fashion until he kneels and the Grab button icon appears over his head. Then quickly move in close and press the Grab button to initiate a devastating finishing move.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

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ACT 3

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ULTIMATE

FINAL ACT



BOSS CAGE ARENA KRAVEN

Follow Madame Web's advice throughout the battle and you'll be fine. Hold the Defensive Stance button and lock-on to Kraven. Watch for Spidey's Spider-Sense, then press the Jump button and tilt the Left Stick to dodge to Kraven's side as he charges. After Kraven sails past, web-strike or run in and deliver a combination of Strong and Fast Attacks until he starts deflecting your blows. Then hold the Defensive Stance button again, Jump away, and repeat.



Occasionally Kraven creates a whirlwind around himself. Afterward he leaps up to one of the perches above, and dozens of sharp spikes protrude from the ground. Before the spikes shoot up, angle your camera to target Kraven's perch. Then press the Web-Zip button to fly up and zip kick him off his perch. Afterward, move in any direction to drop from the perch. **Do not remain on the perch too long**, or Kraven seizes Spider-Man and pile-drives him into the ground with a suplex move.



Repeat the above strategies of defense and attack until Kraven's health drops below half. At this point, the Grab button icon should appear over his head. Quickly rush in and grab him to execute a devastating finishing move. But as you might have guessed, Kraven is not out of the fight yet!

Following your finishing grab move, Kraven leaps off the ground and right into Spidey's face. The camera switches to Spider-Man's view, and you must now box with Kraven in a close, personal match. At first, you can only avoid Kraven's attacks. Every time the Left and Right Analog Stick down icons appear, hold both the Left and Right Sticks down to avoid Kraven's next attack. If done right you'll see his blade swoosh past. Otherwise, you'll see a painful flash of light.



After you've avoided four or five of Kraven's attacks, the first-person combat controls are displayed. As shown, tilt either the Left Stick or the Right Stick to throw a jab with that hand. Kraven can block jabs with his knives. Tilt either stick outward to hit him with a powerful right hook to the ribs, or tilt either stick up to smash into the sides of his face. You must look for openings in Kraven's stance and hit him when you can. After enough hits in a row, Kraven drops his knives and starts to lean forward. That's when you can hit him with combos of jabs and punches and finish the fight.

HP: 35,000
3 HITS: 1800, 2200, 2800
BLADE THROW: 2500
LEAP ATTACK 1: 9000
SLASH CHARGE 1: 8000
MID AIR: 3000
SPIN JUMP: 6000
BACKFLIP CHARGE: 7500
SUPLEX: 12,000



When Kraven's had enough of boxing he resumes the fight as usual, only his attacks are much more frequent with less downtime between. Dodge his charges and counterattack from his sides or behind as before. Also remember to watch out for the whirlwind followed by the leap to the perch, where you can knock him down. Once you get his health down to a sliver, you'll have to settle the fight with another beatdown.

14 KRAVEN'S DEN

- 🕒 **OBJECTIVE:** Take out Kraven in the caged arena
- 🕒 **SPIDER ESSENCE:** +2000

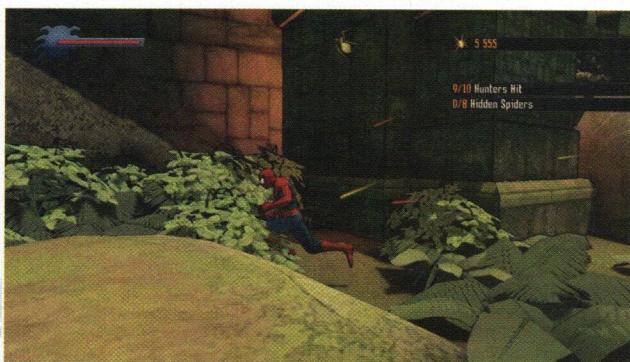
Defeat Kraven in the caged arena to complete this challenge. Practically a given! Completing this challenge can reveal Thrill of the Hunt and Heavy Fall on the Web of Destiny.

FOLLOW THAT CRAZY KRAVEN!

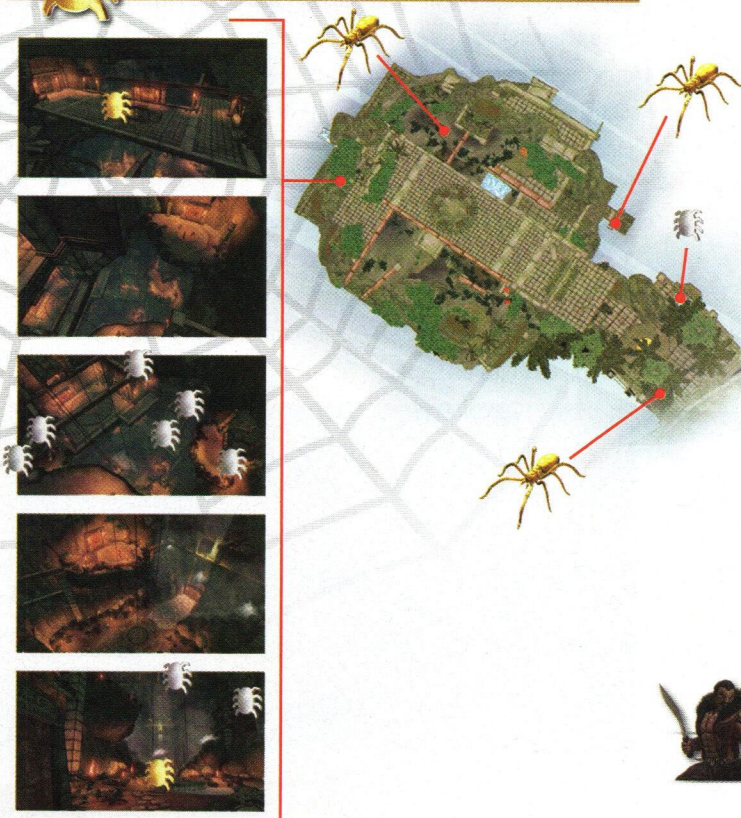


Proceed through the hole Kraven made in the side of the cage. Grab the Silver Spider Emblem to the far right to recover health.

Proceed to the ledge and swing across. Run past the door to collect another Silver Spider Emblem on the far side. Continue around the corner and jump up to grab a **Hidden Spider** off the wall.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



THE MULTI-LEVEL CHAMBER



Pursue Kraven through the next chamber. Grab the Spider Emblem in the fountain, then check the opposite wall to spot another **Hidden Spider**.

Continue to the center of the temple, where Kraven has rigged machinery to raise a platform through five levels up to the rooftop. After Kraven leaps up to the higher level, move to the back of the area and grab the switch in the back wall. Perform a Web-Pull to activate the platform, raising it up to the next level.



LEVEL TWO

Angle the camera to look overhead, and web-clip to the nearest perch. Move counterclockwise around the chamber and leap over to a platform where several men guard another switch. Before web-pulling it, continue to the back of the area where Kraven stands, and defeat the gunners there. The level is now clear.



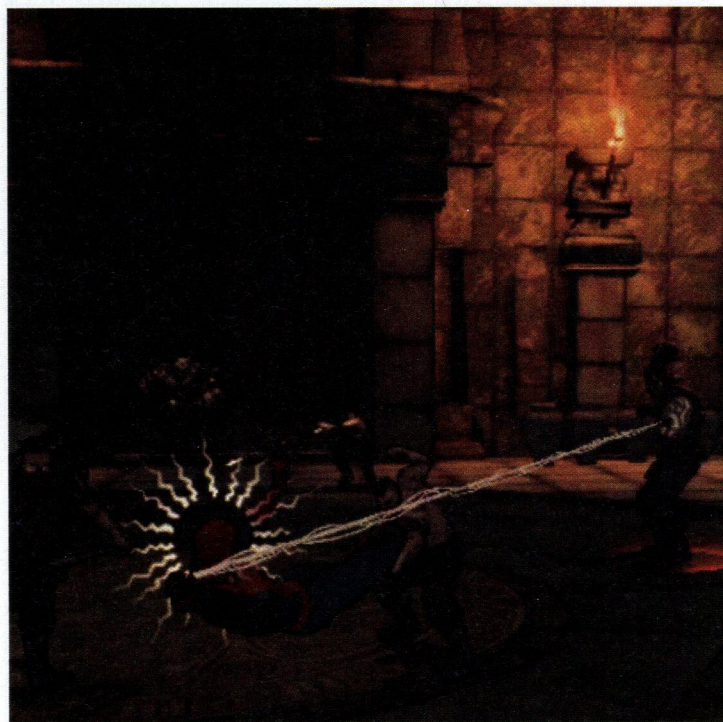
Descend the stairs to the left of the smooth wall surface, and go to the right into a small room to find a **Hidden Spider**. Grab the Silver Emblems on the level, and then make your way back around to the platform switch. Grab it and perform a Web-Pull to raise the platform up to the next level.



LEVEL THREE

Return to the smooth wall at the back of the room and wall-crawl up to the next level. Move clockwise around this level, taking out gunners and collecting Spider Emblems. Make your way over toward the platform switch.


The massive doors beyond the wall switch open, releasing a flood of enemies. Remember to use Aerial Rush attacks to lift opponents out of the crowd and bash them away. Thin the herd by defeating the lesser opponents first, then deal with the Goliath in the same way you did in the cage; web-strike, abort if needed, then counterattack. Retreat and repeat.



When clear, grab the switch and web-pull on it to raise the platform to the next level. Web-clip up to the perches on the thin railing above, then move to the perch at the corner. From here, you can web-clip up to the perch above the smooth wall surface to reach the next level.

LEVEL FOUR

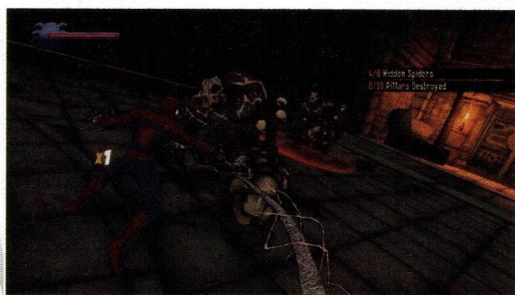
Kraven flees yet again, leaving a small squad to face your wrath. After dealing with them, continue to the far edge of the platform and web-clip up to the beams suspended above. From there you can web-clip over to the platform where another switch is located. Clear this area of enemies as well.

 Before pulling the switch, turn around and look all the way across the room. Notice the lone enemy on a platform all by himself. The only way to reach him is to dash jump from the ledge near the switch, web-clip over to the platform hanging in space, then web-clip again over to the short column that is at the far left corner of his platform. Jump and take him down with a Web-Strike, and then collect the **Hidden Spider** in this area. If you've been diligent in following this walkthrough and finding them, that should be all eight!

LEVEL FIVE

Make your way back to the switch and web-pull it to raise the platform up to level five. Then web-clip over to the smooth wall surface and wall-crawl to its top. Run around the corner to the right and a large group of enemies will approach.

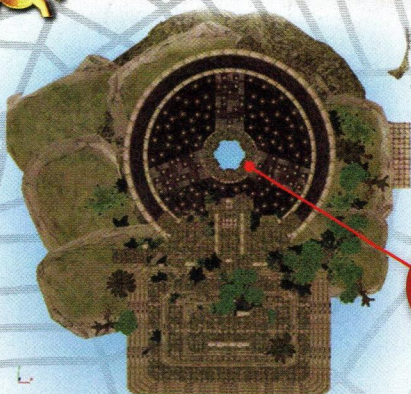
Skirt around the group, targeting and picking off gunners and lesser brawlers first. Then web-strike the tall hunter to take him out. This leaves two Goliaths stalking the center of the area.



Circle around the area, picking up jars and throwing them at the Goliaths to soften them up. Continue this until you've run out of jars. Then attempt to web-strike a Goliath, and abort with a Jump if necessary. Try to keep track of which Goliath has the most damage and keep goading him into striking. Dodge his club swings then hit him with a web-strike and follow-up combo. Repeat this until the Grab button icon appears over his head, and then rush in for a finishing grab. Crush with the other enemy. Web-pull the switch in this area, and Spider-Man rises up to the rooftop to confront Kraven.



AREA MAP



15

PILLARS OF STRENGTH

OBJECTIVE: Get 10 pillars destroyed in the final fight against Kraven.

SPIDER ESSENCE: +3000

Open the Web of Destiny during the battle against Kraven atop the temple and track this challenge. During the battle, web-clip onto the columns and goad Kraven into attacking. Jump out of his way at the last second, and his knives become stuck. From the ground, you can then web-strike him to destroy the pillar.

Another way to destroy pillars is simply to knock Kraven into them. This can be achieved by moving out of the center, baiting Kraven to follow. Pillars can also be destroyed by web-zipping onto them when Kraven is standing on them, zip kicking the pillar and destroying it. The best way to complete this challenge is to track it, and avoid finishing off Kraven if you still need to destroy more pillars.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

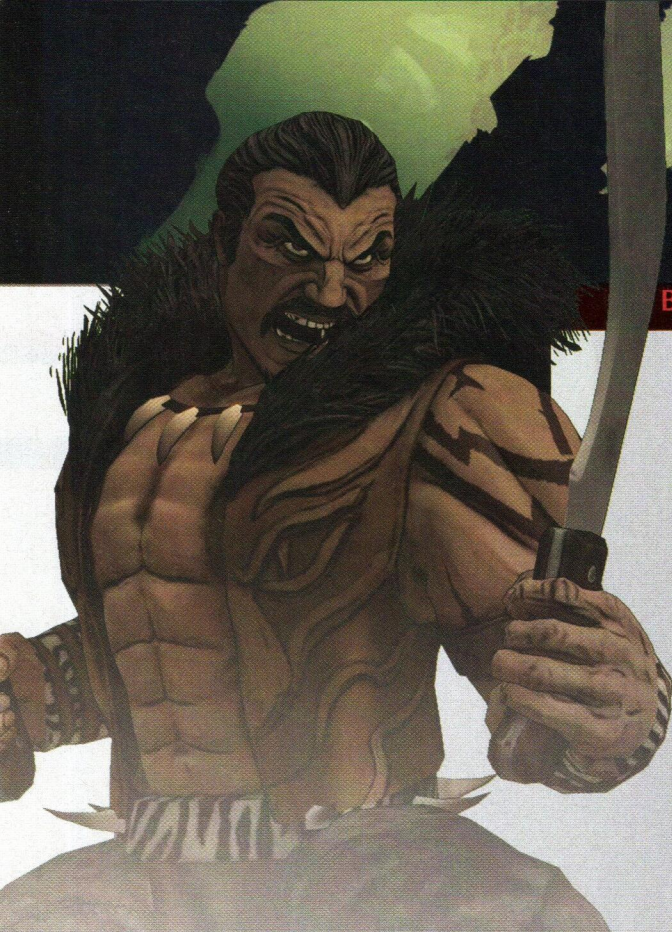
NOIR

2099

ULTIMATE

FINAL ACT



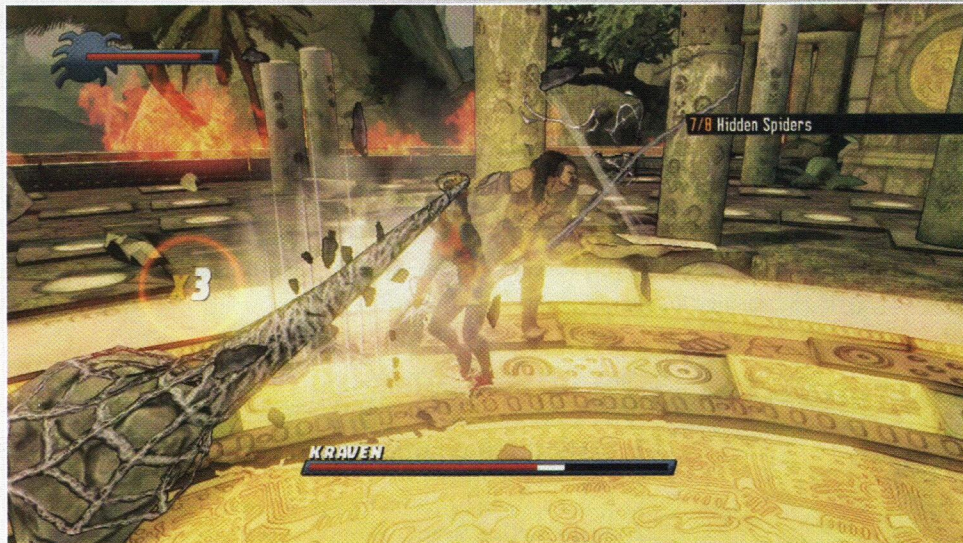


BOSS CHAOS KRAVEN

Occasionally Kraven jumps up to one of the pillars. Rotate the camera until you target his perch, then zip kick him off of there. This destroys the pillar, and Kraven drops to the ground stunned. You can hit him a few more times as he gets back on his feet and raises his defenses.

When Kraven begins glowing brightly, it means he is about to launch an unavoidable ground attack. Your best bet to dodge it is to web-zip onto one of the rising columns. Stay here until your Spider-Sense tingles, indicating that Kraven is about to leap up and attack. Jump from the perch in time, and Kraven stabs the top of the column and gets stuck momentarily. You can then hit him with a Web-Strike, destroy the column, and knock him to the ground stunned.

Having summoned the full power of the Tablet piece, Kraven is now faster than lightning. However, that doesn't change your strategy much at the outset. Lock-on to him by holding Defensive Stance, then press Jump to dodge his attacks when he charges. Web-strike him from behind and hit him with a combo of strong and fast attacks. When he starts to defend himself, press Defensive Stance and back-flip away from him.



In the last minutes of the battle, Kraven launches into an aerial somersault and then throws a couple of knife bombs toward Spider-Man, which then explode. Due to their large area of effect, the only escape is to web-zip onto one of the columns. But if you move in close to Kraven during his triple axe, you can trick him into throwing the knives at his own feet. Web-zip out of there, and when Kraven lands he'll blow himself up!

Sometimes Kraven may become stunned, especially if you can trick him into blowing himself up. When the Grab button icon appears over his head you must rush up and press the button to inflict massive damage.

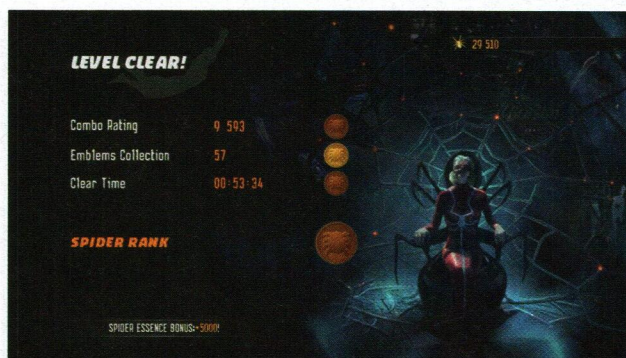
When Kraven's health is reduced to a sliver, he jumps up to the balcony above. Very quickly, before he heals himself and rejoins the battle, move to the base of the temple and web-jump repeatedly until you land on Kraven's perch. This is all it takes to finish the battle as well as this level.

HP: 39,000
3 HITS: 2500, 3000, 3500
BLADE THROW: 2800
LEAP ATTACK 1: 10,000
SLASH CHARGE 1: 11,000
MID AIR: 4000, 6000
SPIN JUMP: 9000
BACKFLIP CHARGE: 7000
WEB-COUNTER: 8000
PILLAR PUSHOVER: 4000



RANKING: LEVEL 1

After the level is complete, Madame Web tallies your achievements and awards bronze, silver, or gold medals in three categories: Combo Rating (Essence gained from combat alone), Emblems Collection, and Clear Time. Platinum medals can only be earned in Hard Mode; achieving the same criteria on the Easy or Normal Modes awards only Gold Medals.



LEVEL 1 RANKING CRITERIA

MEDAL	COMBO RATING	EMBLEMS COLLECTION	CLEAR TIME
	19,000+	35+	00:20:00 or less
	15,000 - 18,999	25 - 34	00:30:00 - 00:19:59
	13,000 - 14,999	10 - 24	00:45:00 - 00:29:59
	0 - 12,999	0 - 9	00:45:01+

BONUS GALLERY UNLOCKS:

EASY MODE	NORMAL	
CHARACTER BIOS	DIMENSION	CONCEPT ART
Kraven	Amazing	Kraven 1-16

HARD	
KRAVEN	KRAVEN HUNTERS

CHOICE OF LEVELS!

Following the completion of Level 1, three new levels become available. You may complete them in any order, but all three must be completed in order to proceed to Act II. Level 2 takes place in the Noir dimension, Level 3 in the 2099 dimension, and Level 4 in the Ultimate dimension.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



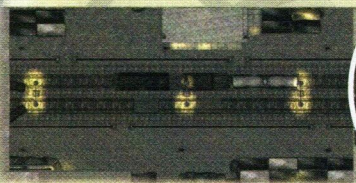


NOIR:

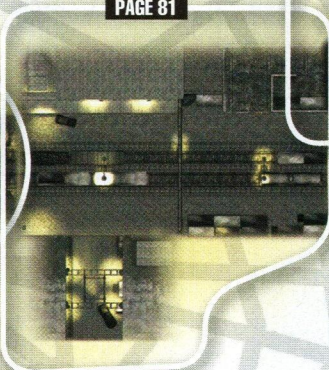
HAMMERHEAD

STAGE MAP

PAGE 78

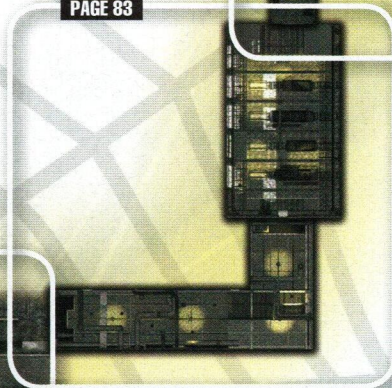


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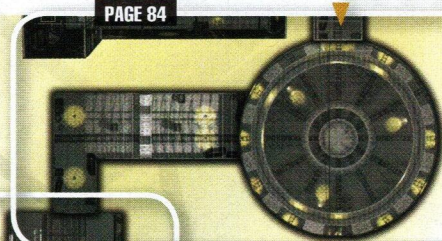


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PAGE 83



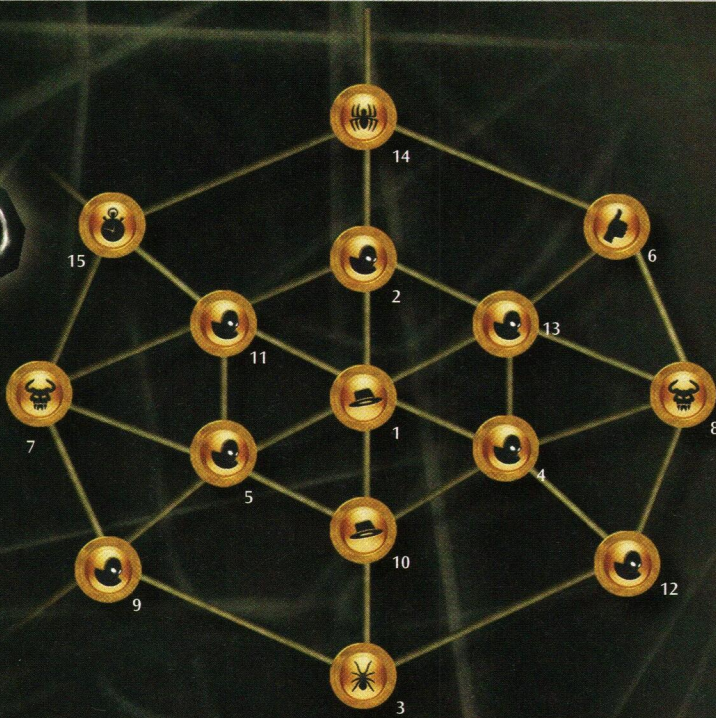
PAGE 84



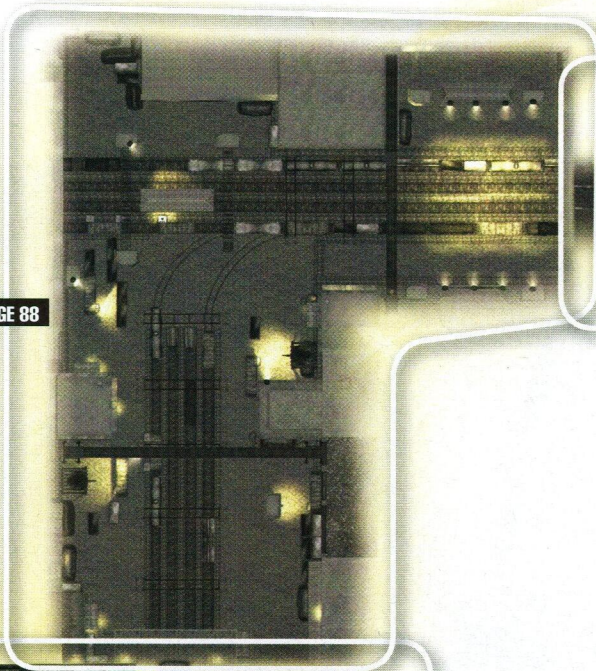


WEB OF DESTINY

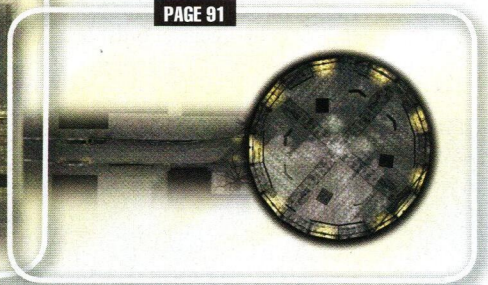
- 1 OPEN GATES
- 2 HANG IN THERE!
- 3 SPIDER COLLECTOR
- 4 GROUNDED!
- 5 SPIDER'S MARK
- 6 STEALTHY
- 7 HEADSTRONG
- 8 GATLING GONE
- 9 SPIDER'S BITE
- 10 NIGHT OFF
- 11 WHISPERS IN THE DARK
- 12 STEALTH IN STYLE
- 13 AGAINST THE WALL
- 14 EMBLEM COLLECTOR
- 15 EXPRESS DELIVERY



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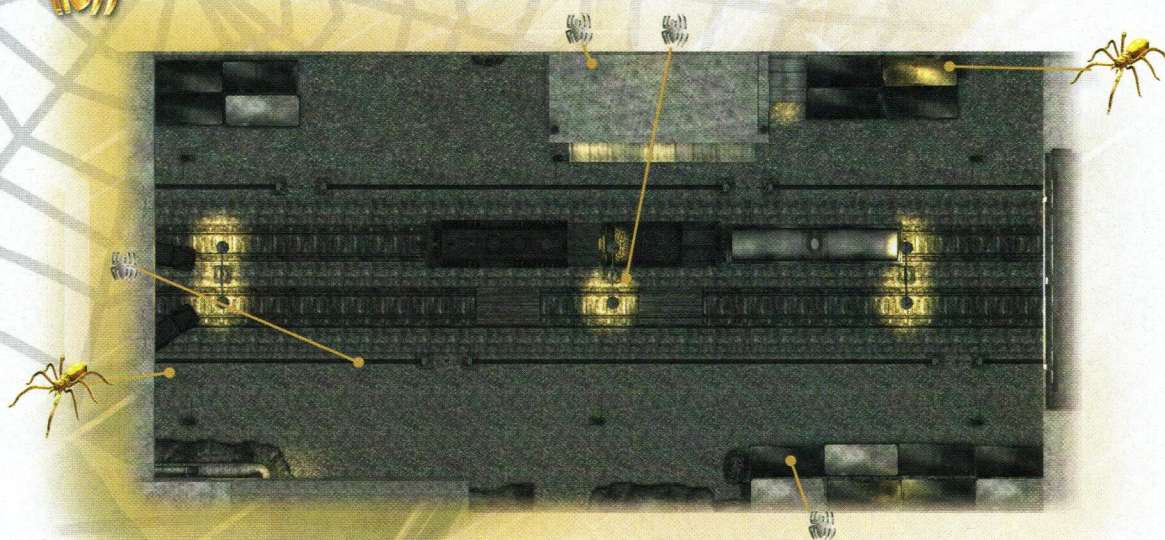
PAGE 86



ENEMY	TYPE	HP
Gangster	Light Human	3000
Gangster (Ranged)	Light Human (Ranged)	6000
Gangster Captain	Medium Human (Captains)	9600
Heavy Gangster	Heavy Humans	22,000



AREA MAP

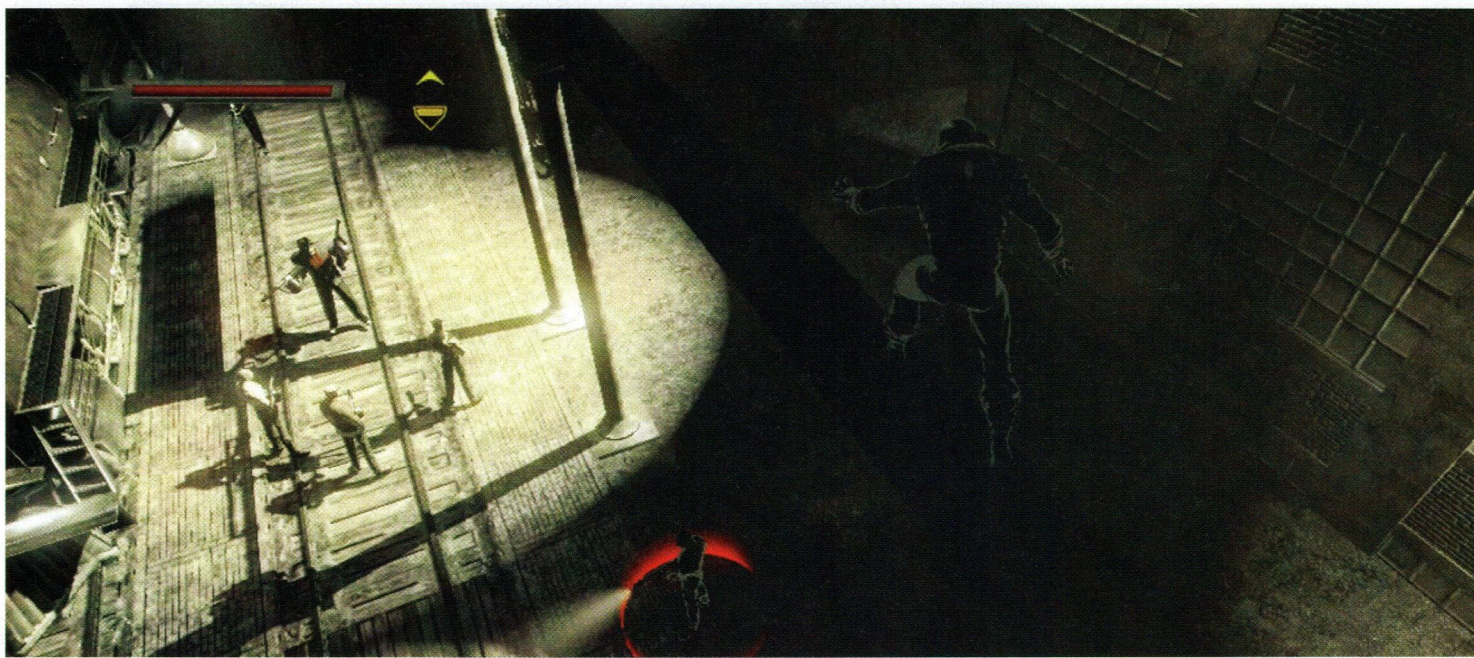


A FACE ONLY A MOTHER COULD LOVE...OR COULD SHE?

Spider-Man is on the trail of nefarious gangster Hammerhead, who's secured a fragment of the Tablet of Order and Chaos.

HELL ON HIGH BEAMS

From the starting position perched above the first train yard, turn right and web-zip over to the high beam. Move slowly and quietly down the beam until positioned directly over the lone man standing in the dark. Grab him for a takedown.



Continue down the high beam until you reach the Spider Emblem. Face the other side of the yard and web-zip over to the high beam on the opposite side. Move down slightly, stopping just short of the spotlight. Face the center and web-zip over to the lamppost directly above the parked train. Wait until Hammerhead leaves with his entourage. Note that a large spotlight follows his group. Watch the lone man who remains, patrolling the spotlighted area below. Move out to the edge of the lamppost (where the Spider Emblem is located) and take him down from above.

Stay still and watch the third thug patrolling the first train yard. As he moves into the darkness, web-zip to the high beam above him and take the criminal down.



HAMMERHEAD

REAL NAME: Joseph Lorenzini

IDENTITY: Public

CITIZENSHIP: U.S.A with a criminal record

PLACE OF BIRTH: Brooklyn, New York

EDUCATION: Completed sixth grade, then joined freak show

FIRST APPEARANCE: *Spider-Man: Shattered Dimensions* (2010)

One of Norman Osborn's most ruthless Enforcers is Joseph Lorenzini, the man called Hammerhead. Lorenzini earned his nickname for three reasons: One, he worked his way up through the organization as one of New York's toughest loan sharks. Two, like a shark, he was always moving, stopping only to grab a bite to eat, or to bump someone off. And three, the biggest reason they call him Hammerhead is because of his inches-thick skull, resulting in an abnormally huge head – and an especially damaging head-butt to go with it.

Like most of the Goblin's gang, Osborn found Hammerhead at a carnival freak show. Back then, he was known as the Human Bulldozer, able to knock through sheets of thick ice just by charging headfirst. Years later, as a loan shark, Hammerhead would find this method extremely effective as a stylish way to break people's backs when they failed to make their payments.

Hammerhead has moved up in the world since then, broadening his deadly repertoire. Now, instead of just head-butting people to death, he also enjoys mowing 'em down with twin machine guns. He almost feels at one with them...

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR


2099

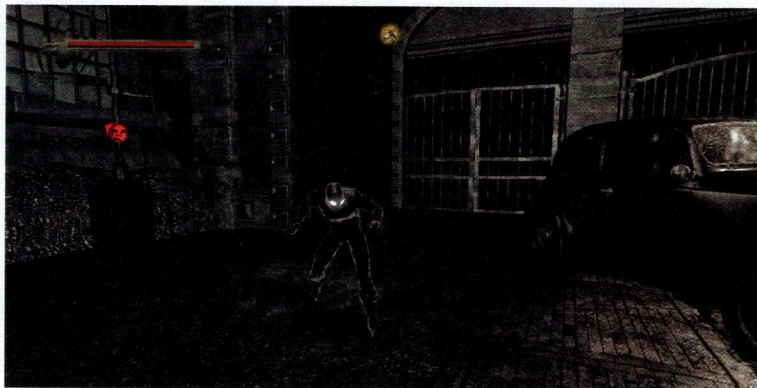
ULTIMATE

FINAL ACT




AREA CLEAR? COLLECT THE GOODS

 Web-zip through the shadows across the high area to grab the two remaining Spider Emblems in the area: one by the cargo containers and the other on the small building rooftop. Return to the starting point and use Spider-Sense to locate a **Hidden Spider** crawling around inside the archway. Web-zip through the darkness back to the lamppost directly above where Hammerhead and his goons stand near the gate. Hammerhead's men take a civilian hostage.



SECURE THE HOSTAGE TO PROCEED

 A new thug patrols near the gate while another guards the hostage. Don't try to take the man near the hostage first; he's standing in the light and his capture raises an alarm. Instead, web-zip from the lamppost over to the high beam above the patrolling man, and take him down from above. Then web-zip back to the lamppost and take down the goon watching the train engineer. Web-zip over to the cargo containers near the gate where Hammerhead and his men exited, then drop into the niche behind them to find another **Hidden Spider**.



Drop to the ground and press the Grab button to interact with the civilian. He opens the gate to the next area. Cross through the gateway, sticking to the shadows on the left.

01 OPEN GATES

- **OBJECTIVE** Rescue the 3 workers from the first trainyard.
- **SPIDER ESSENCE:** +1000

The civilian in this area is the first of three you must rescue to complete this challenge. All of them will open gates for Spider-Man, so that he can proceed.

02 HANG IN THERE!

- **OBJECTIVE:** Perform 5 takedowns while perched above guards.
- **SPIDER ESSENCE:** +1500

By following the strategies outlined above for the five men in the first area, you'll have already completed and revealed this challenge on the Web of Destiny. If not, take care of it soon as there are plenty of opportunities in the train yard.

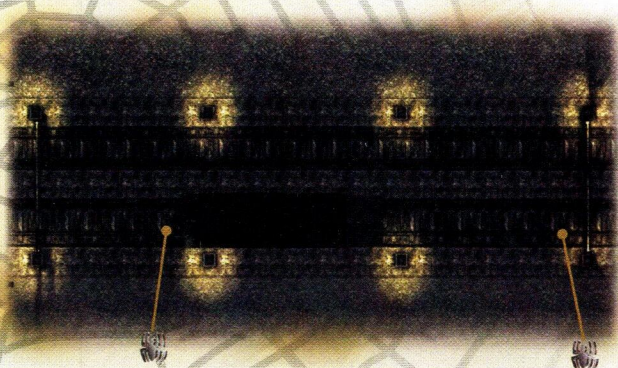
03 SPIDER COLLECTOR

- ▶ **OBJECTIVE:** Find ALL of the Hidden Spiders.
- ▶ **SPIDER ESSENCE** +5000

The first of eight Hidden Spiders is located right beside the starting point as described in the walkthrough. Continue following the walkthrough below to learn the location of the other seven. Collect them all to complete this challenge.



AREA MAP



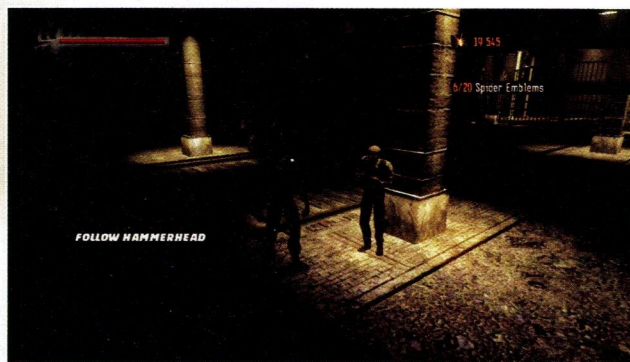
UNDERPASS

Hammerhead's group is near the next gate, ahead and to the right. Move forward, sticking to the shadows, and notice the thug patrolling directly ahead. Creep toward him through the darkness until directly behind him, then execute a takedown.



Return to the entrance, then cross in front of the parked train. Another man stands in this area, facing Hammerhead's group. Take him down from the shadows.

By now, Hammerhead's group should be through the next gate and advancing. Wait for the man who stayed behind to turn his back, then grab him for a takedown. Approach the next gate and head left to locate one of the captured civilians. You've already taken down his guard, so simply approach him and speak with him to make him open the next gate.



04 GROUNDED!

- ▶ **OBJECTIVE:** Standing safely back, perform 3 takedowns while on the same level as your target (ground takedowns).
- ▶ **SPIDER ESSENCE:** +1500

By following the strategies described previously for the three enemies inside the gated area, you'll complete this challenge.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING


NOIR

2099

ULTIMATE

FINAL ACT

TOO MANY LIGHTS!

 Zip to the top of the nearest train car on the left. Watch as Hammerhead and gang proceeds through the next gate. Turn to your left and notice a car parked near the wall, lights left on. Jump to the far side of it to find a **Hidden Spider** crawling on the driver's door.

Web-zip up to the central lamppost in the train yard. Watch the two men patrolling the area directly below. When both of them face away from your position, web-zip over to the girders above the side alcove where two thugs guard a civilian hostage.

Wait until the man on patrol heads out of the alcove, then takedown the stationary guard. Move to the other side of the girder and wait for the patrolling man to step below you, then take him down as well.

Don't save the hostage just yet. Web-zip back out to the central lamppost and observe the last remaining thug patrolling near the gate. Wait for him to approach and turn away, then drop to the ground and take him down from behind.



Grab the Spider Emblem in the alcove and secure the civilian, who in turn opens the next gate for you.




05

SPIDER'S MARK

- OBJECTIVE: Perform 10 takedowns.
- SPIDER ESSENCE: +1000

If you've followed the strategy in this guide and left no man standing thus far, then this challenge should now be complete.

ONE LONE, INEPT GUARD

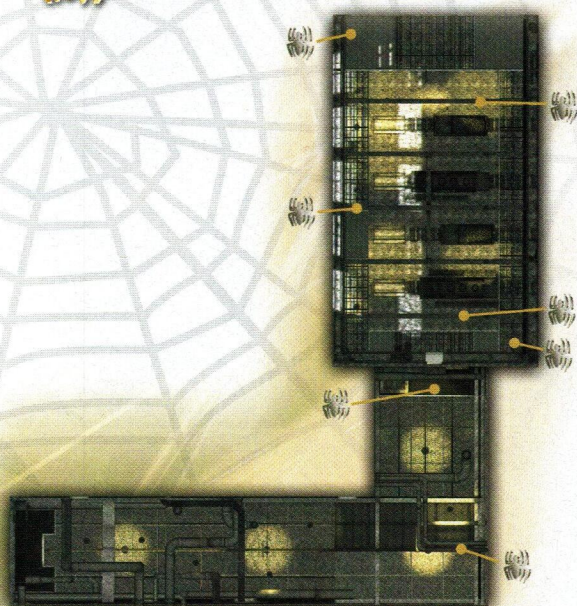
 Web-zip onto the cargo containers to the right, and move to the back corner. Web-zip over to the dark portion of the train cars in the center, then web-zip onto the lamppost above and behind the stationary guard. Take him down from above. Collect the **Hidden Spider** crawling on the rear end of the oil tanker.

Web-zip to the raised corner area and wall-crawl up to the open window, collecting two Spider Emblems along the way.





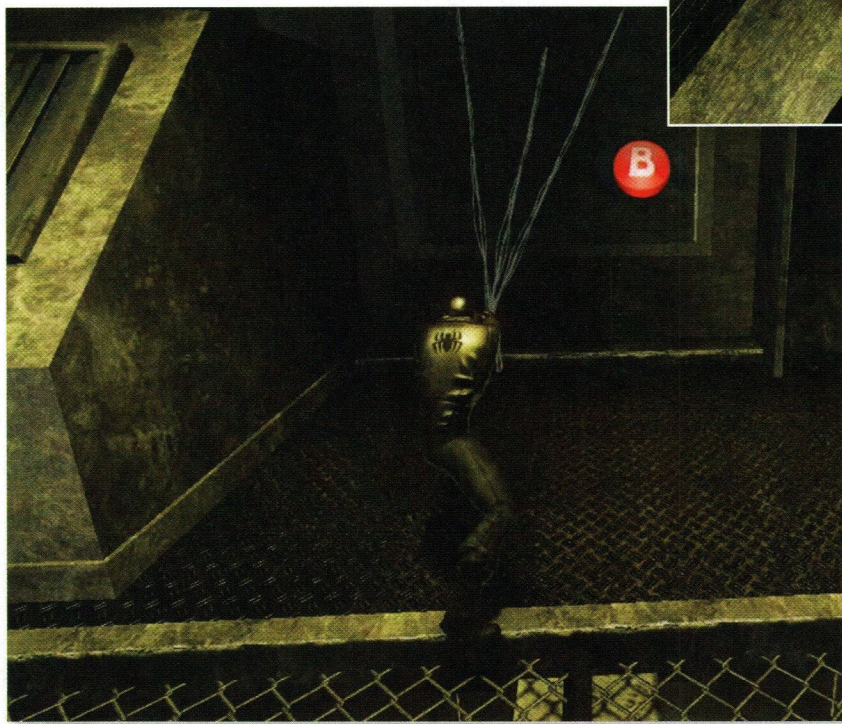
AREA MAP



STALK HAMMERHEAD

Slowly follow Hammerhead's group as they walk through the warehouse below. Spider-Man's area is well-lit, so stay behind the thugs to avoid casting shadows.

Once Hammerhead has exited the area and you regain full control of Spider-Man, turn around and notice the Spider Emblem on the high pipe. Web-clip up there to grab it, then web-clip back to the vent panel. Press the Grab button to seize it and web-pull it open. Move through the vent and web-clip to the girders high above the next room.



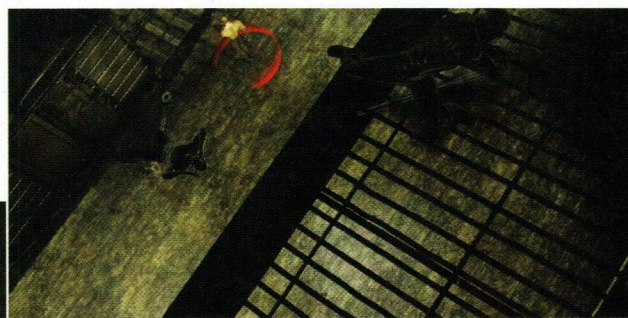
CRAWLING WITH PATROLS

Move around the girders, collecting the three Spider Emblems. The second emblem is near the windows, directly above a goon's patrol route. Wait for him to walk underneath to take him down. Web-clip across the beams back toward the entrance. Wait at the corner for a man to patrol underneath and take him down.



The last man on the upper level is harder to reach because the ceiling beams don't run directly above his patrol route. Web-clip to the center beam and watch him patrol. Wait for him to stop directly below and turn away. Web-clip to the platform behind him, take him down.

Move up the platform a few feet and then web-clip over to the top center of the room. Take down the stationary thug directly below.



Web-clip over to the train engine parked in the center of the room. From here you can watch the three goons remaining. Wait for the nearest man to patrol along side the car. Make sure the goon patrolling the coal car doesn't have a line of sight on him, and then take him down. Then you may simply drop to the ground, move behind the goon patrolling around the coal car, and take care of him too.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

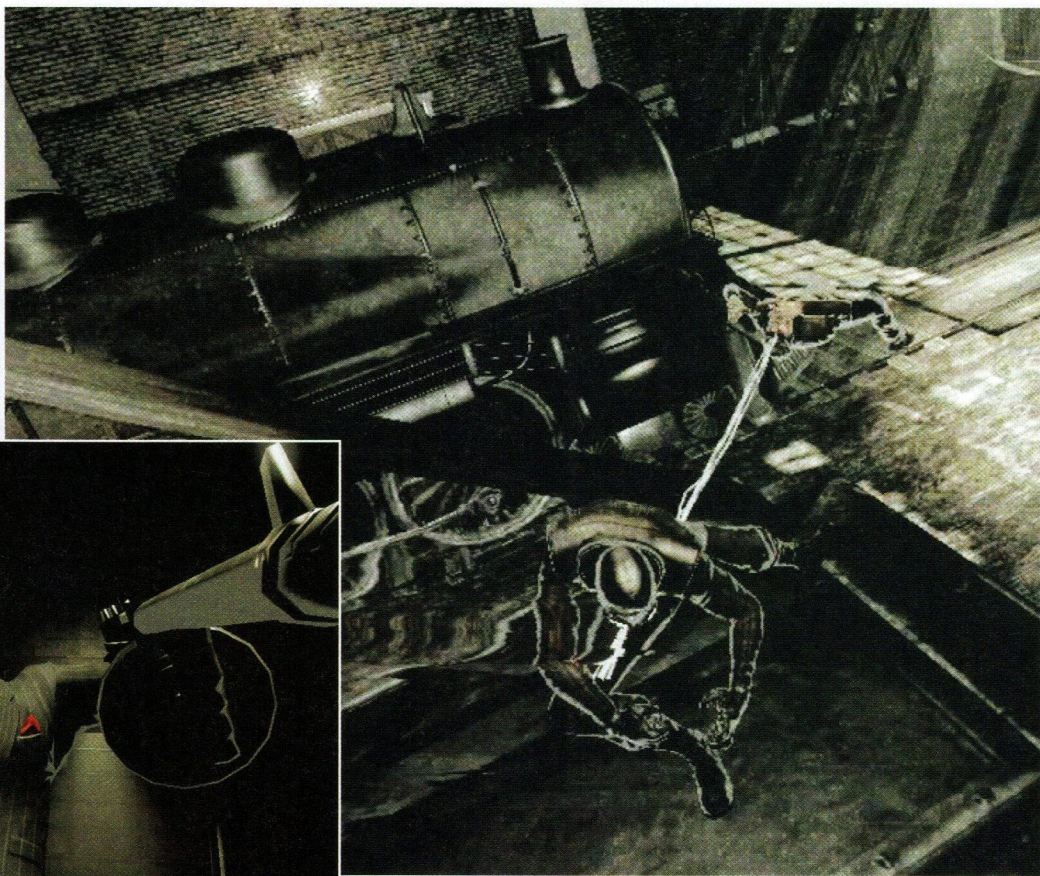
ULTIMATE

FINAL ACT



Web-zip back onto the engine car, and then over to the next coal car. Wait for the goon to circle around the end of the car, then move out to the edge and take him down.

Before leaving, collect the Spider Emblems in the two corners of the ground level. Proceed through the next area until Hammerhead appears.



06

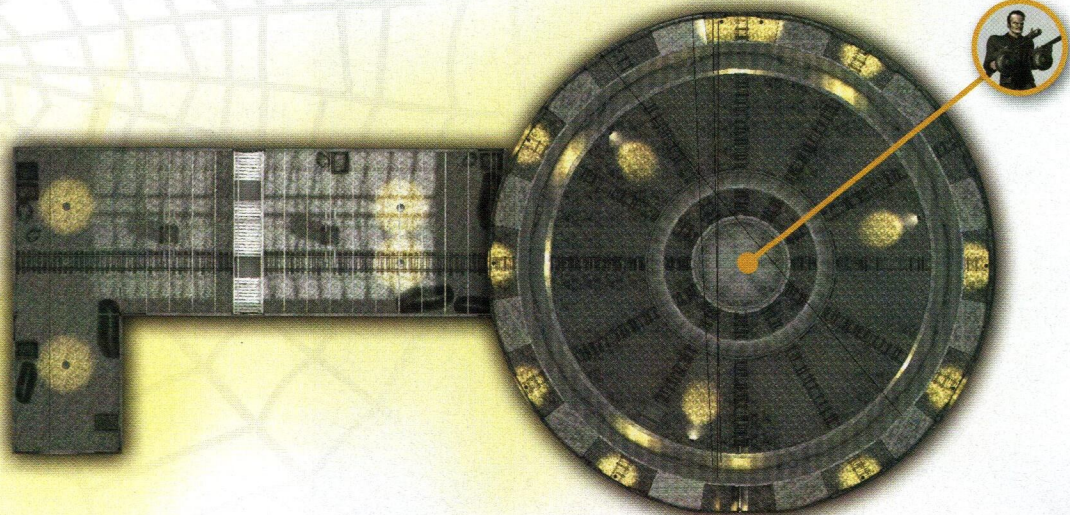
STEALTHY

- OBJECTIVE: Takedown 5 guards in a row without raising the alarm.
- SPIDER ESSENCE: +3000

Taking down the five guards in the storage house using the tactics outlined previously should allow you to complete this challenge without setting off an alarm.



AREA MAP



BOSS GATLING GUN HAMMERHEAD

HP: -33% per hit

GATLING GUN ATTACK: 450 per bullet

The objective of this boss encounter is to sneak through the shadows to the area behind Hammerhead, and grab him for a takedown. Accomplish this three times and the battle is won.

Hammerhead is on a rotating train car fitted with a searchlight and Gatling gun. He fires continuously as long as he has a line of sight on Spider-Man. Simply run through the shadows in either direction around the turntable, avoiding the spotlights, until you've been in the dark long enough that Hammerhead loses sight of Spider-Man. Then make your way over to the center and into the area directly behind him. Press the Grab button for a takedown to reduce a third of Hammerhead's health. The boss then flings Spider-Man away and trains his gun on him. Retreat to the shadows and continue running around the turntable until Hammerhead loses sight of Spider-Man again.



A word to the wise; don't attempt to leap onto Hammerhead from above. Stay on the ground. There's only a small window within which to attempt a takedown on Hammerhead, and leaping from above gives this mob boss enough time to turn Spidey into Swiss cheese if he's caught. After the second grappling event, more spotlights illuminate the arena and Hammerhead is more aggressive in his tracking. Continue running around the arena until you come to a couple of train cars parked against the outside wall. Web-clip from car to car and then jump to the ground to get ahead of Hammerhead's view. Then move back to the center behind him for the final attack.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



07 HEADSTRONG

- ▶ OBJECTIVE: Win the first encounter against Hammerhead.
- ▶ SPIDER ESSENCE: +1500

Follow the boss strategy outlined above to defeat Hammerhead in your first collision.

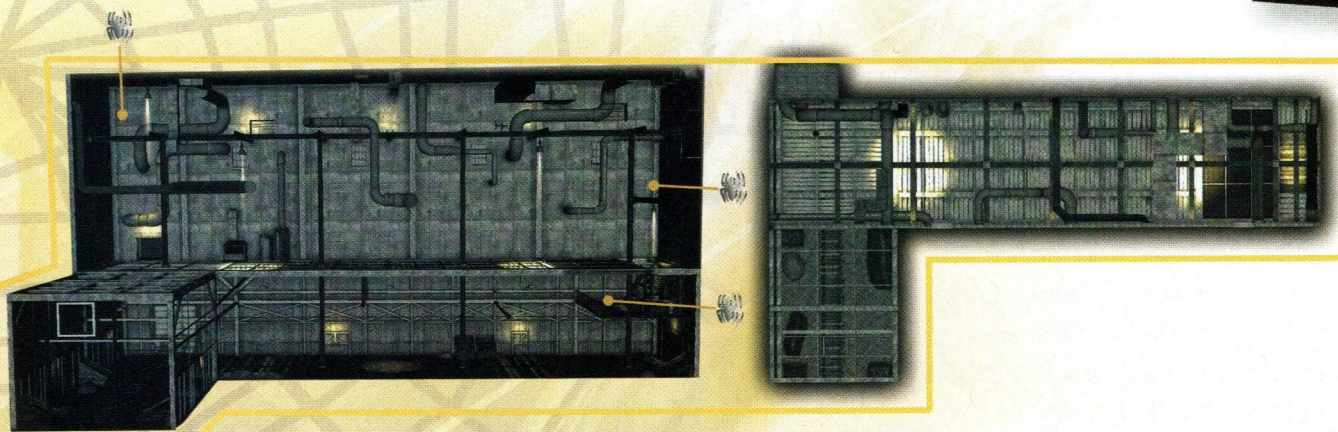
08 GATLING GONE

- ▶ OBJECTIVE: Make Hammerhead destroy 6 stone columns in the first encounter.
- ▶ SPIDER ESSENCE: +3000

The stone columns of the inner ring collapse after incurring enough damage. To complete this challenge without sacrificing a lot of health, merely continue running around the inner circle of the arena. As Hammerhead tracks Spidey, his bullets damage the columns of the inner ring. If Hammerhead loses track because you've run too far ahead, simply backtrack to catch his attention and get him firing again. Keep circling the arena until Hammerhead destroys six of the columns.



AREA MAP



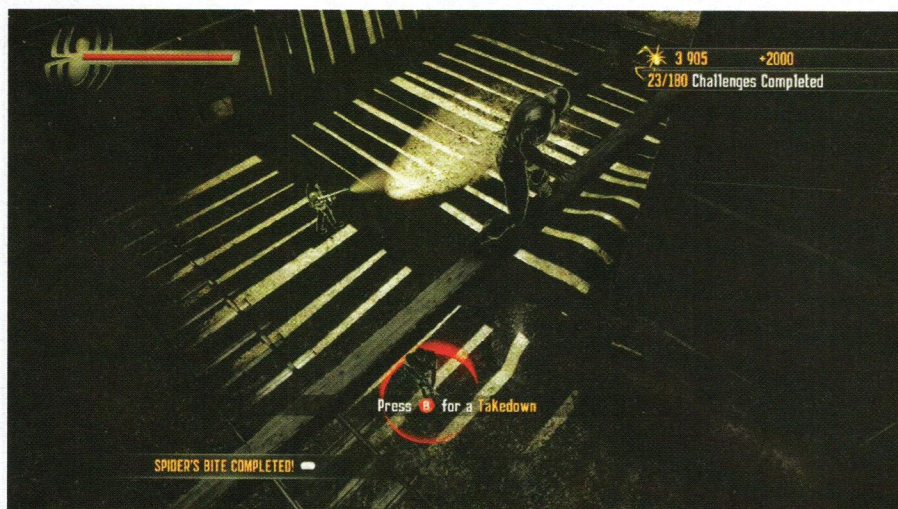
CHATTY LITTLE GANGSTERS

Spider-Man pursues Hammerhead into another warehouse. When you regain control, web-clip to the next beam directly ahead and wait for the men in the corner to finish chatting. As they break up, take down the two who move directly under your position. Then web-clip to the next rail around the corner and take down the third man.

09 SPIDER'S BITE

- OBJECTIVE: Perform 20 takedowns.
- SPIDER ESSENCE: +2000

Having taken down every enemy encountered thus far, taking down the three men near the entrance of this area should allow you to clear this challenge.



WALL-CRAWLING TAKEDOWNS

Move to the wall and jump up to wall-climb. Crawl along the wall toward the last two men in the area, who are finishing up their own conversation. Crawl to the center of a large dark spot on the wall, and stop there, about ten feet off the ground. Wait for the two men to pass. Make sure that the farthest man is facing away, then take down the nearest thug. Stay on the wall and wait for the other guy to make another circle. As soon as he turns his back to your location, pull him to the wall and stick him there as well.



Web-clip over to the balcony at the back of the room and ascend the stairs to the next floor. Activate your Spider-Sense to locate a Spider Emblem directly above. Web-clip up there to get it, then zip from beam to beam along the area to another Spider Emblem. Drop to the floor and go through the open doorway on the right.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

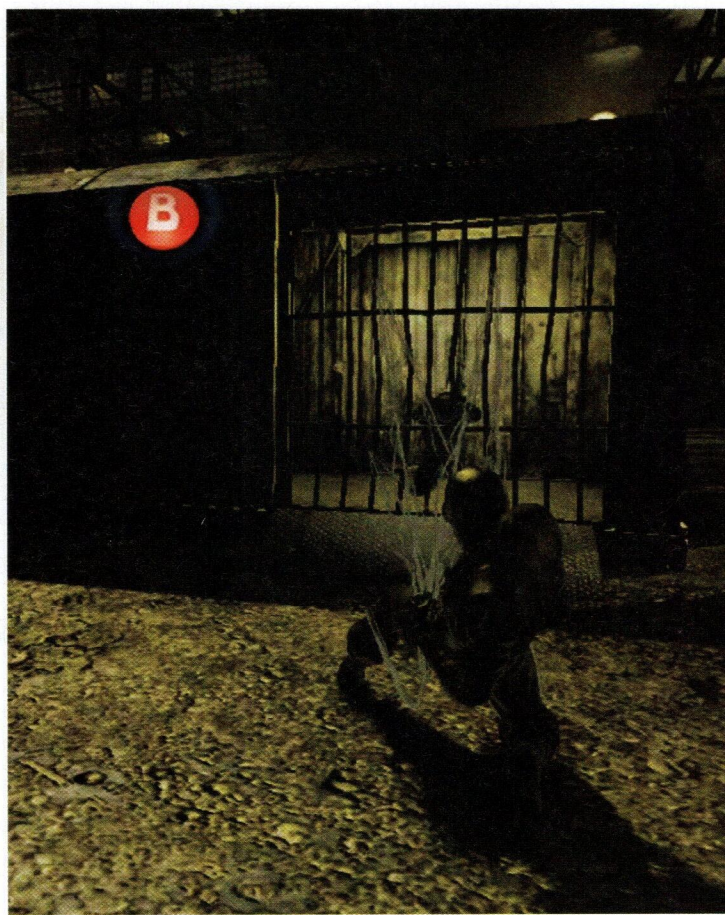
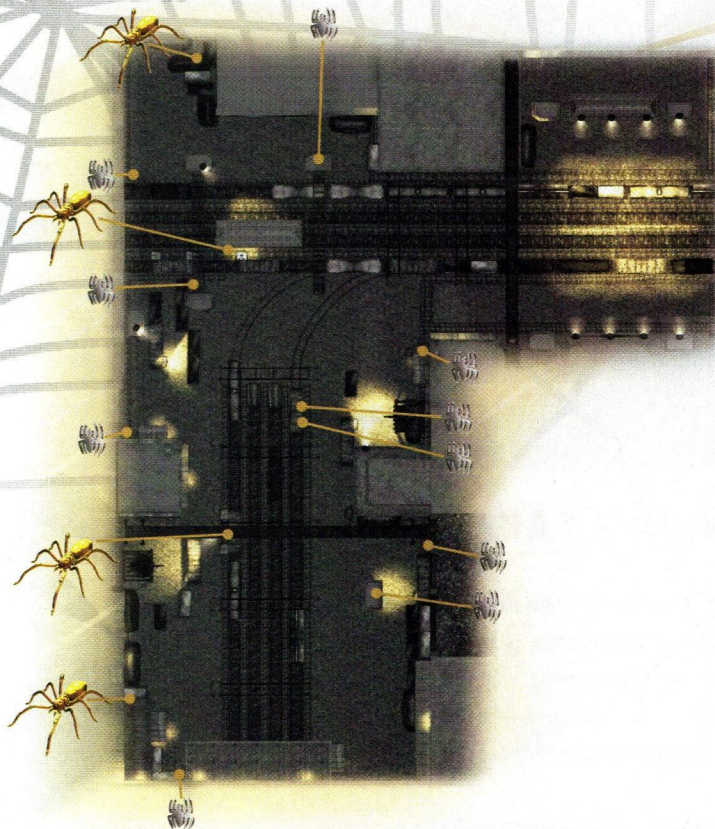
ULTIMATE

FINAL ACT





AREA MAP



CAPTIVES IN CATTLE CARS

Hammerhead's goons are holding five civilians hostage, imprisoned in various train cars around a large train yard. Stick to the shadows, take down the two or three goons near each prisoner, then web-pull the train car open, grab the civilian, and carry them back to the ground floor exit of the area. Use Spider-Sense to help you locate prisoners, enemies, and the exits.





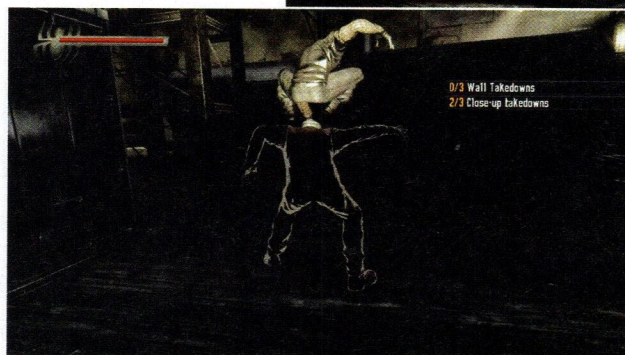
Also, when inside the train cars, look around for **Hidden Spiders**: there are two inside train cars in this area and one on the side of a small building near the entrance. A fourth **Hidden Spider** found in this area is cozy behind the cargo containers far above the prisoner area.

Complete the Spider Collector challenge before rescuing all prisoners.



Eliminate patrolling guards before stationary ones, and wait until the other guards don't have a line of sight on the one you're going to take down. Pick up Spider Emblems in the vicinity of each prisoner as you carry them to safety.

The trickiest captors to take down are the two guarding the top central prisoner. Both men are always in the light. Approach from the shadowed ground to the far side. Wall-crawl on the shadowed column. Wait for the one who patrols to walk away from the prisoner before you make your move. Take the two men down, free the prisoner, and carry him to the nearest rescue point.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



10 NIGHT OFF

- **OBJECTIVE:** Rescue the 5 workers from the second train yard.
- **SPIDER ESSENCE:** +2500

Complete this challenge automatically by rescuing the 5 civilians in the largest train yard area.



11 WHISPERS IN THE DARK

- **OBJECTIVE:** Perform 3 takedowns while sneaking within arm's reach of your targets (close-up takedowns).
- **SPIDER ESSENCE:** +1500

Perform close-up takedowns against at least three goons in the final train yard while rescuing hostages. Potential candidates are those who walk through dark areas away from their peers. Web-clip to the train cars they patrol around, wait for them to pass by, then drop to the ground directly behind them and quickly take them down. In a successful close-up takedown, Spider-Man doesn't use any webbing.



12 STEALTH IN STYLE

- **OBJECTIVE:** Perform 4 different types of takedown.
- **SPIDER ESSENCE:** +2000

If you've followed the strategies in this walkthrough, then you should have performed a takedown from above, a takedown from ground, a takedown from wall, and a close-up takedown (according to the Whispers in the Dark challenge). That should be all four needed to clear this challenge.



13 AGAINST THE WALL

- ▶ OBJECTIVE: Perform 3 takedowns while you are crawling on walls.
- ▶ SPIDER ESSENCE: +1500

If you used the wall-crawling takedown strategies described for the two men in the last area and then at least one of the top central guards as described previously, then you should complete this challenge.

14 EMBLEM COLLECTOR

- ▶ OBJECTIVE: Collect 20 Spider Emblems.
- ▶ SPIDER ESSENCE: +2000

If you collected every emblem thus far, then collected a few more in the train yard between hostage rescues as suggested, then this challenge should be complete by this point in the game.

TRAINSPOT WHILE BRAWLING!

Enraged by your prowess, Hammerhead unleashes his dogs. Keep your camera view trained down the tracks at all times so that you can see oncoming trains. Otherwise, use Defensive Stances and evasive rolls to avoid baseball bat wounds, and beat the thugs out of the ballpark. Lastly a giant leaps into the fray. The trains stop coming at this point, so you can focus on avoiding his attacks and counterattacking. Wait for him to smash his hammer into the ground, at which point he's vulnerable for a long moment. Strike him with several strong attacks in succession, then back away and look for his next vulnerable moment. Keep it up until the Grab button icon appears over his head, and then finish him off.



Afterward, run toward the tall dome to confront Hammerhead the final time.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



15

EXPRESS DELIVERY

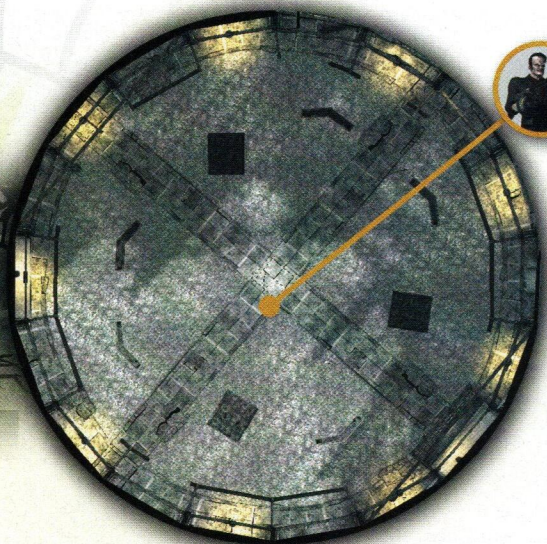
► **OBJECTIVE:** Beat Hammerhead's men in the ambush in the final trainyard in under 2 minutes.

► **SPIDER ESSENCE:** +3000

The timer counts down as you battle the men on the tracks. To beat the clock, avoid using Spidey's Defensive Stance. Attack a man and then retreat. Stay on the tracks until you see a train coming, then jump away; hopefully you'll leave some thugs on the tracks who'll be run over. When facing the final goon, stay close to him and roll at the last second to avoid his attacks, then strike him from behind. Risk the occasional sucker punch as he lumbers around slowly, so that his health drains faster. Instead of using the finishing grab (which takes more time), continue bashing him with strong attacks when he kneels.

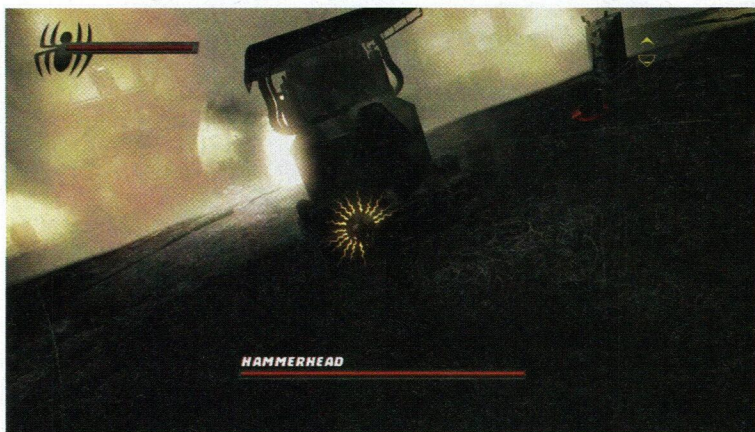


AREA MAP

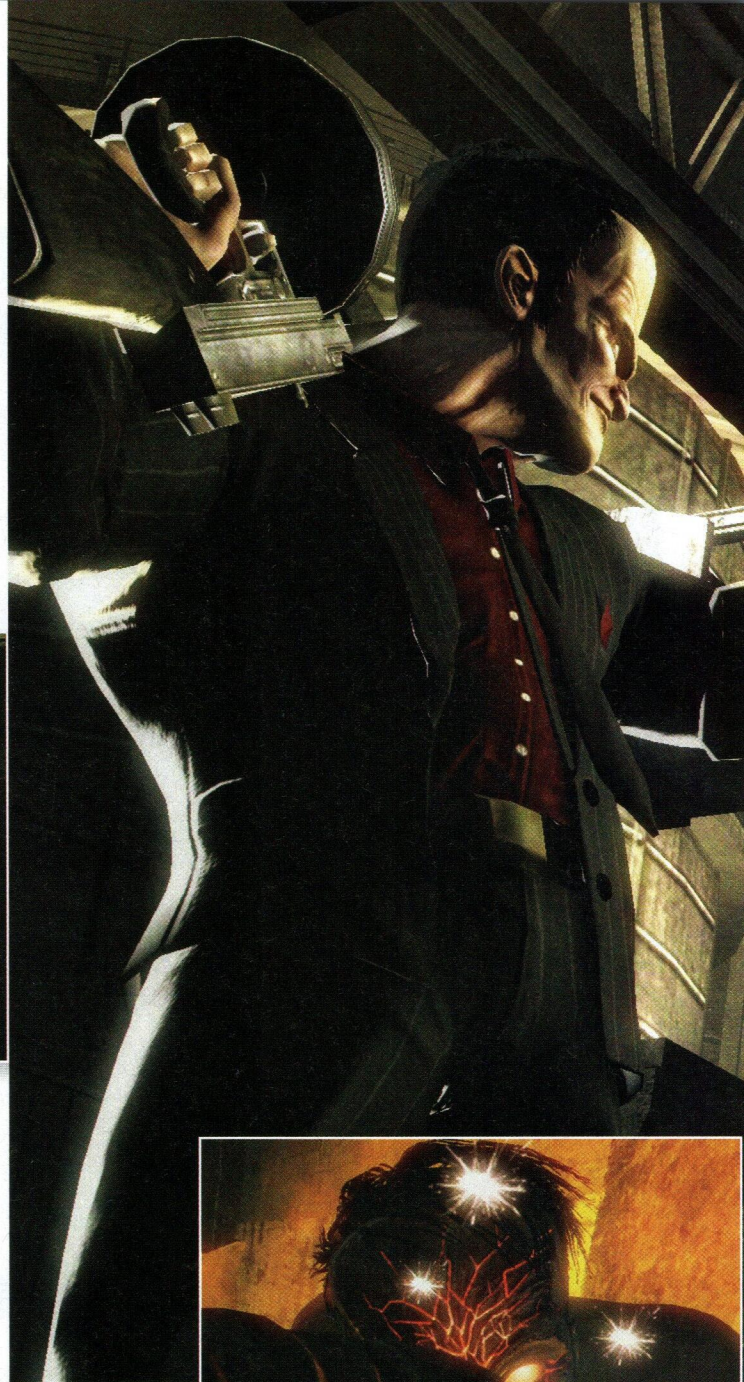


BOSS CHAOS HAMMERHEAD

Having unleashed the power of the tablet, Hammerhead is now impervious to direct assault. You must find a way to outsmart him and attack him while he's unaware, the way Spider-Man in the Noir dimension does best. At the start of the battle, run to the left around the area until you locate a large piece of machinery. Once you find it, grab one of the barrels near the machine and kick it at Hammerhead. This ticks him off enough that he'll fire a missile. Quickly move behind the machine so that the missile destroys it, filling the lower part of the room with smoke.







Activate your Spider-Sense in order to see. Web-clip up to the beams surrounding the area, and watch Hammerhead below. Eventually he'll run to one side of the room and begin firing into the smoke. Web-clip to the beam directly above and behind him, and perform a takedown. Each takedown lowers his health by one third. Repeat this strategy twice more with the two remaining smoke machines in the room until his health is at the quarter mark.





RANKING: LEVEL 2

LEVEL 2 RANKING CRITERIA

MEDAL	COMBO RATING	EMBLEMS COLLECTION	CLEAR TIME
	19,000+	20+	00:25:00 or less
	15,000 - 18,999	15 - 19	00:40:00 - 00:24:59
	13,000 - 14,999	10 - 14	00:50:00 - 00:39:59
	0 - 12,999	0 - 9	00:50:01+

BONUS GALLERY UNLOCKS:

EASY MODE	NORMAL	
CHARACTER BIOS	DIMENSION	CONCEPT ART
Hammerhead	Noir	Hammerhead 1-10

HARD	
HAMMERHEAD	GANGSTERS
	

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

HP: -25% per attack

MACHINE GUN: 11,500
normal/12,500 overheal

CANNON BLAST: 18,000
normal/20,000 overheal

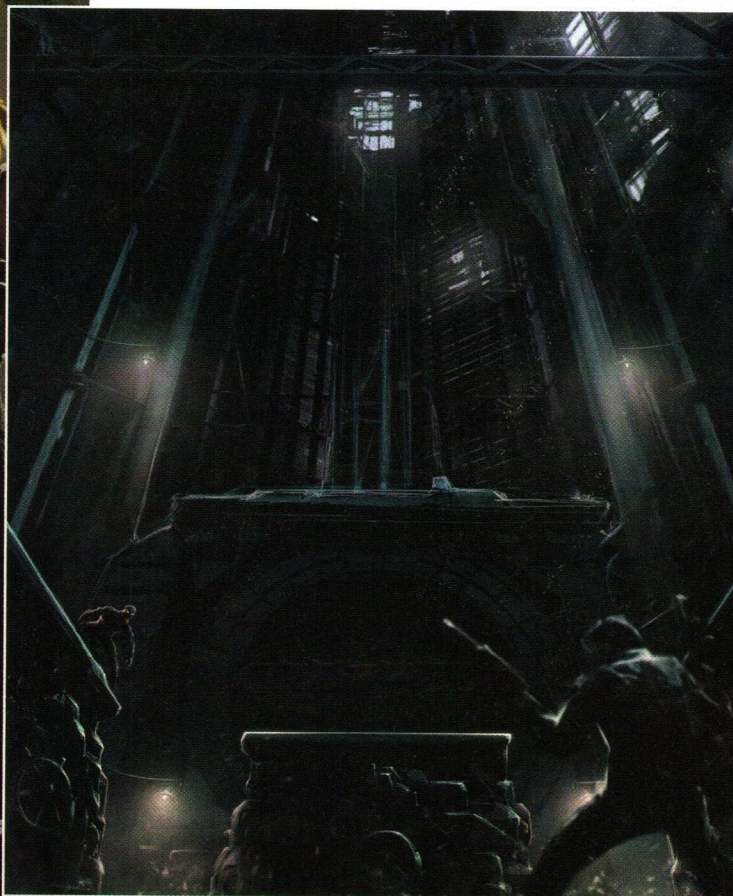
HEAD CHARGE: 20,000

HEAD BUTT: 20,000

Hammerhead flies into a rage, firing machine guns and missiles endlessly. You must bring the battle to a close—quickly. The way to do that is to goad him into charging. Hold the Defensive

Stance button to remain locked-on to Hammerhead, and roll left or right to avoid his bullets and missiles. When your Spider-Sense tingles, it means he's about to charge. As he stampedes toward Spider-Man, stand tall until he's just a few feet away, then roll to the side. Hammerhead continues running until he reaches the wall. Quickly pursue him and grab him from behind before he turns around. Otherwise you must dodge his charge again to get another opportunity.

Once you have hold of Hammerhead, use the first-person fighting controls (Left and Right Analog Sticks) to beat him into submission. After suffering three or four of your blows, he attempts a head butt. Hold the Left and Right Analog Sticks down to avoid his attack, and then beat him some more. Repeat this until victorious.

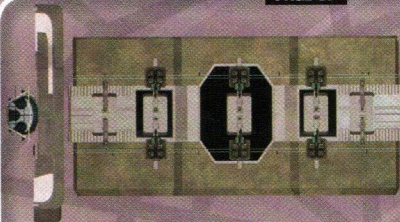


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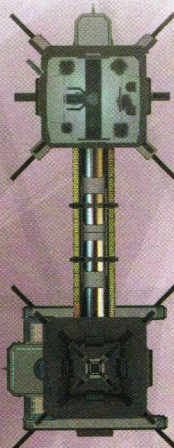
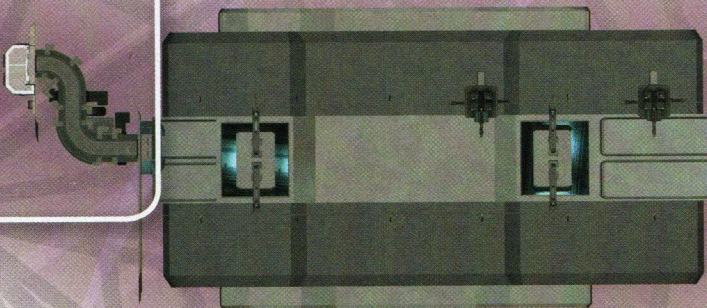
HOBGOBLIN

STAGE MAP

PAGE 97



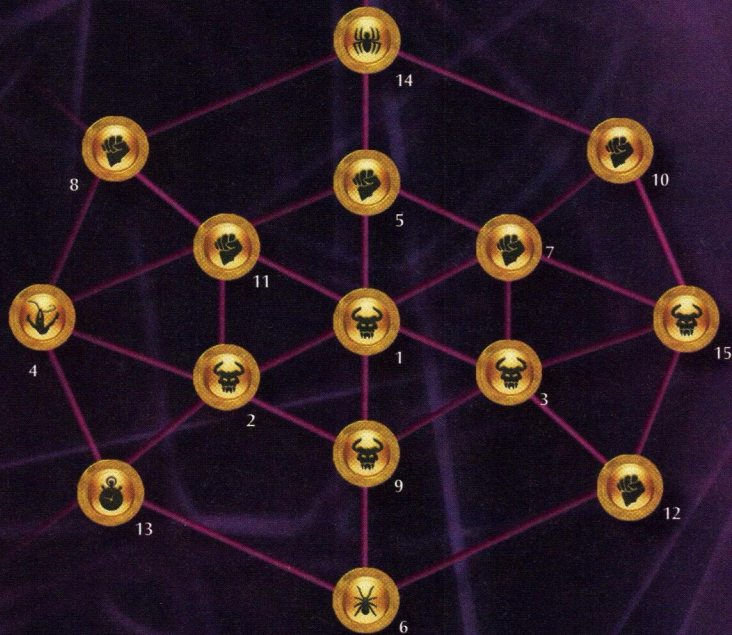
PAGE 100



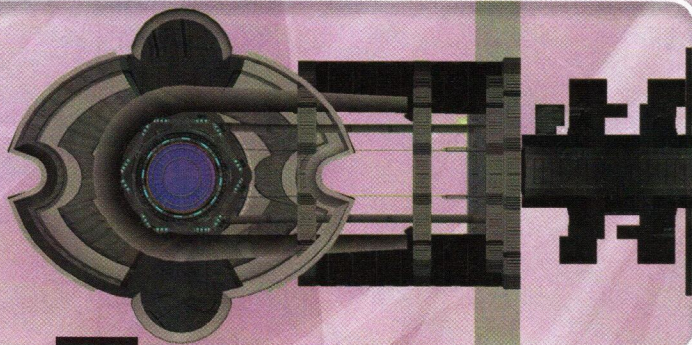
ENEMIES ENCOUNTERED



WEB OF DESTINY



- 1 Cosmetic Surgery
- 2 Freefall Flurry
- 3 Who's Laughing Now?
- 4 Crow's Nest
- 5 Bench Press
- 6 Spider Collector
- 7 Air Traffic Control
- 8 Boomshakala
- 9 Drop Something?
- 10 Hot Potato
- 11 Like A Blur
- 12 Resisting Arrest
- 13 Who's Next?
- 14 Emblem Collector
- 15 Sweet Dreams



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PAGE 106



ENEMY	TYPE	HP
P.E.P. Officer	Light Human	2400
P.E.P. Gunner	Light Human (Ranged)	1500
P.E.P. Missile	Light Human (Ranged)	1500
P.E.P. Captain	Medium Humans (Captains)	8000
P.E.P. Jet Bikes	Special	100
Gargoyles	Special	100

UNLEASHED ON THE FUTURE

Spider-Man 2099 is on the trail of a fragment from the Tablet of Chaos and Order. Only he soon figures out that the fragment is...moving around the city! A strange winged assailant has taken the Tablet fragment merely because he knows that Spider-Man wants it, and he intends to taunt him with it while unleashing city-wide chaos.

FREEFALLING

Spider-Man begins in freefall mode, flying down an extremely long elevator shaft in pursuit of the diabolical Hobgoblin, who has found a fragment of the Tablet of Order and Chaos.

Guide Spider-Man by tilting the Left Analog Stick. Maneuver away from debris and objects jutting into the shaft to avoid damage. Catch up to the Hobgoblin by holding the Jump button. When within range, the Grab button icon appears near the bottom of the screen. Grab Hobgoblin, and Spider-Man climbs onto the villain's back. Punch him repeatedly by pressing the Fast Attack button. Steer Hobgoblin using the Left Stick. Force him to smash into pipes and other protruding objects to inflict additional damage. After a few seconds Hobgoblin rolls over and throws Spider-Man off, which means starting over. Repeat grabbing and assaulting Hobgoblin until the ride is over.

THE WEB OF DESTINY GOES FREEFORM

Failing to smash Hobgoblin into five objects during freefall means you won't clear the Cosmetic Surgery challenge. However, unlike previous stages, completing this first challenge is not necessary to unlock other challenges on the Web of Destiny. Once the freefall portions of the level are passed, any other challenge completed will unlock the surrounding challenges.

01 COSMETIC SURGERY

- **OBJECTIVE:** SMASH Hobgoblin 5 times into things during freefall!
- **SPIDER ESSENCE:** +2500

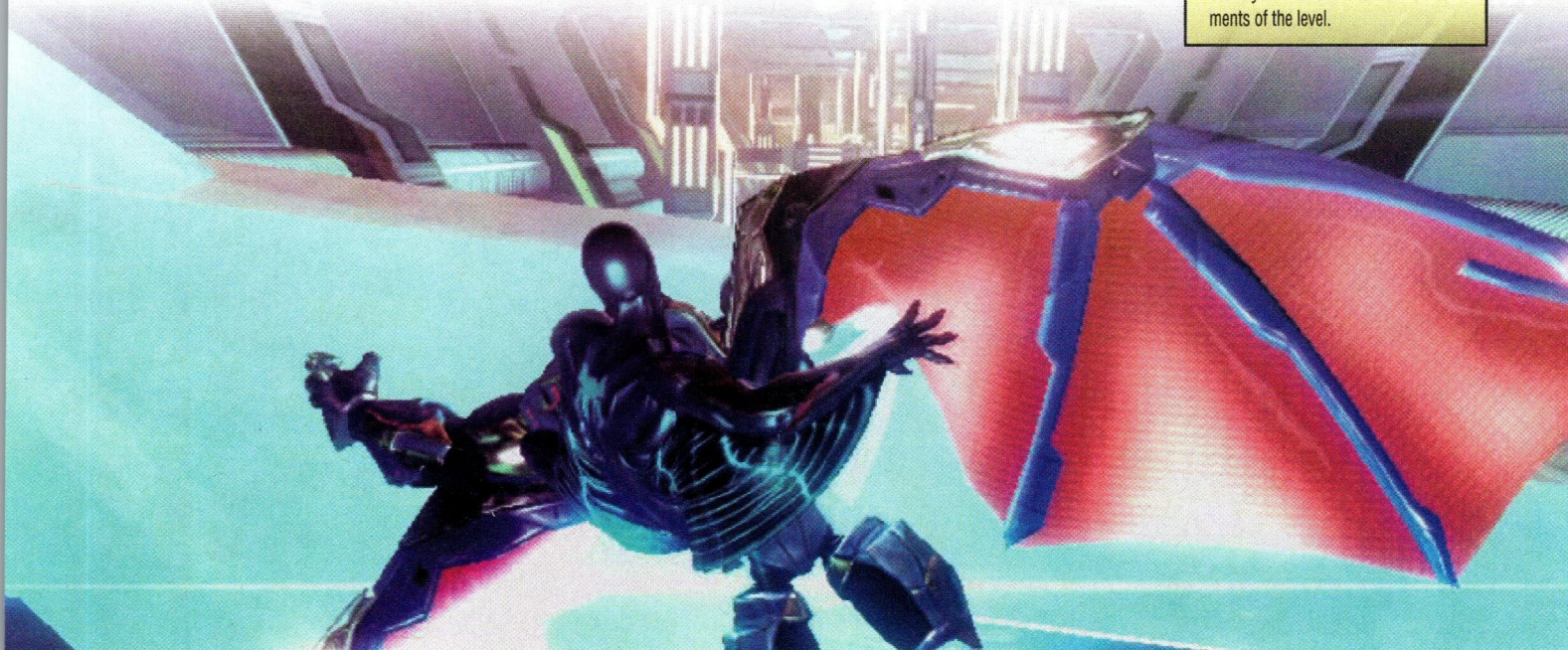
Grab Hobgoblin and steer him into five different tunnel obstructions while in freefall mode. Do not punch Hobgoblin while attempting to complete this challenge. He eventually escapes from Spidey after being smacked into the braces and barriers, but inflicting less damage on him keeps Hobgoblin in Spider-Man's grasp a bit longer.

The first freefall area of this level is the longest and therefore easiest place to achieve this objective; the second freefall is a little shorter, and the destructible objects go by faster. Smashes for this challenge do not accumulate in your game save data; so if you fail to smash Hobgoblin into five things by the end of the second freefall, you'll have to replay the level and start from scratch. Completing this challenge is not necessary to unlock the surrounding challenges on the Web of Destiny.

02 FREEFALL FLURRY

- **OBJECTIVE:** Punch Hobgoblin 25 times during freefall.
- **SPIDER ESSENCE:** +2500

During the two freefall portions of this stage, hold the Jump button to get closer to Hobgoblin, press the Grab button to climb onto his back, and then press Fast Attack repeatedly to punch him. This challenge should be easy to clear in the initial moments of the level.



HOBGOBLIN

REAL NAME: Unknown

IDENTITY: Secret

CITIZENSHIP: Unrevealed

PLACE OF BIRTH: Unrevealed

PLACE OF BIRTH: Unrevealed

EDUCATION: Unrevealed

FIRST APPEARANCE IN 2099 DIMENSION: *Spider-Man: Shattered Dimensions* (2010)

Armed with all the cutting-edge technology Alchemax has to offer and psi-powers of unknown origin, Hobgoblin exists for no other reason than to annoy, irritate, distract, maim, and, if possible, destroy the Spider-Man of 2099. He flies through the Nueva York skyline equipped with nanofiber wings, throwing pumpkin bombs with both reckless abandon and keen precision.

If Hobgoblin's method of attack seems familiar, it's obvious the mastermind behind this creation drew inspiration from historical accounts, which stated that the Spider-Man of the Heroic Age often encountered enemies who assumed a "Goblin" alter-ego and executed similar attack methods. It is still unknown whether a real person exists within Hobgoblin's armor or if he is perhaps even a newly born creation of forbidden science.

Rumors within Alchemax go so far as to suggest that graves of past Goblins were dug up in order to obtain the DNA necessary to create Miguel O'Hara's newest adversary. These reports are unsubstantiated...but not disproven.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

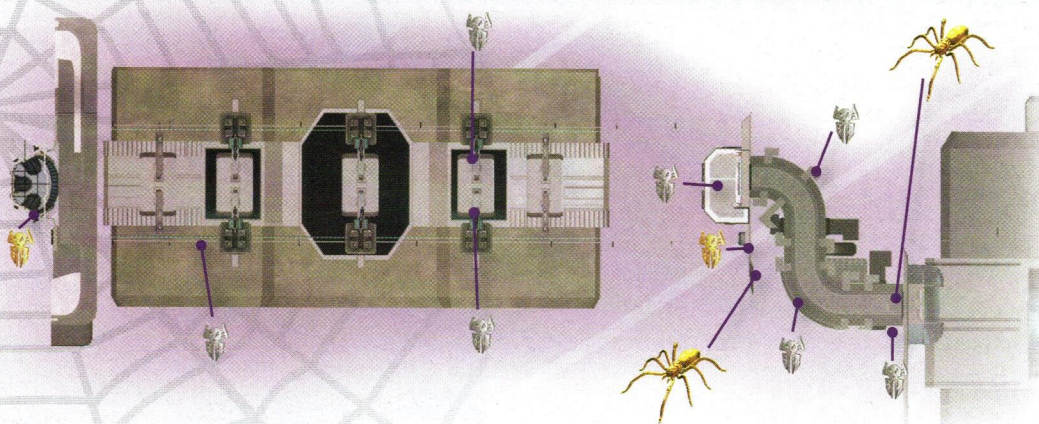
2099

ULTIMATE

FINAL ACT



AREA MAP



BOSS HOBGOBLIN

Spider-Man and Hobgoblin emerge from the seemingly endless drop onto a rooftop. Now it's time to square off and apply some strategy. Hobgoblin hovers several yards off the side of the platform, where it is difficult for Spider-Man to reach. However, the flying villain makes things easier by throwing small bombs. While one of his bombs is airborne, press the Grab button to yank it out of the air, then press Fast Attack or Strong attack to kick it back at him. Repeat this until you knock him out of the air.

After hurling two or three bombs back at Hobgoblin, he'll tailspin out of the air and collapse on the edge of the platform. Approach him and deliver several combos of Fast and Strong Attacks.

Repeat this each time he falls until his health is reduced to a sliver, at which point the Grab button icon appears over his slumped form. End the battle with a flourish!

HP: 35,000
BOMB ATTACK: 5000
ENERGY DIVE: 30,000
ENERGY PULSE: 8000/0.85s
WIND BUFFET: 0
KNEE KICK: 20,000



03

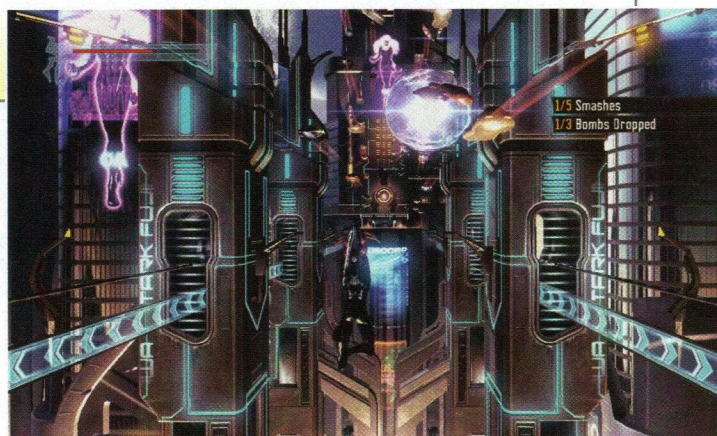
WHO'S LAUGHING NOW?

- **OBJECTIVE:** Win the first fight against Hobgoblin.
- **SPIDER ESSENCE:** +1000

Simply surviving the first encounter with Hobgoblin completes this challenge.

WEB-JUMP FOR THE SKY

Defeated for the time being, Hobgoblin soars away to the far end of the monorail lines. Simply web-swing through the area after him. However, be mindful of the Crow's Nest challenge, which can only be completed in an area such as this.



04 CROW'S NEST

- **OBJECTIVE:** Land on one of the high antennas in a monorail section.
- **SPIDER ESSENCE:** +1000

Monorail trains run intermittently on tracks to either side of the area where Spider-Man lands with Hobgoblin. Tall towers support the monorails. Web-jump repeatedly to reach the perch points near the peak of a tower. Then web-zip up to the highest spire to complete this easy if not entirely obvious challenge.



“THANKS PARTNER!”

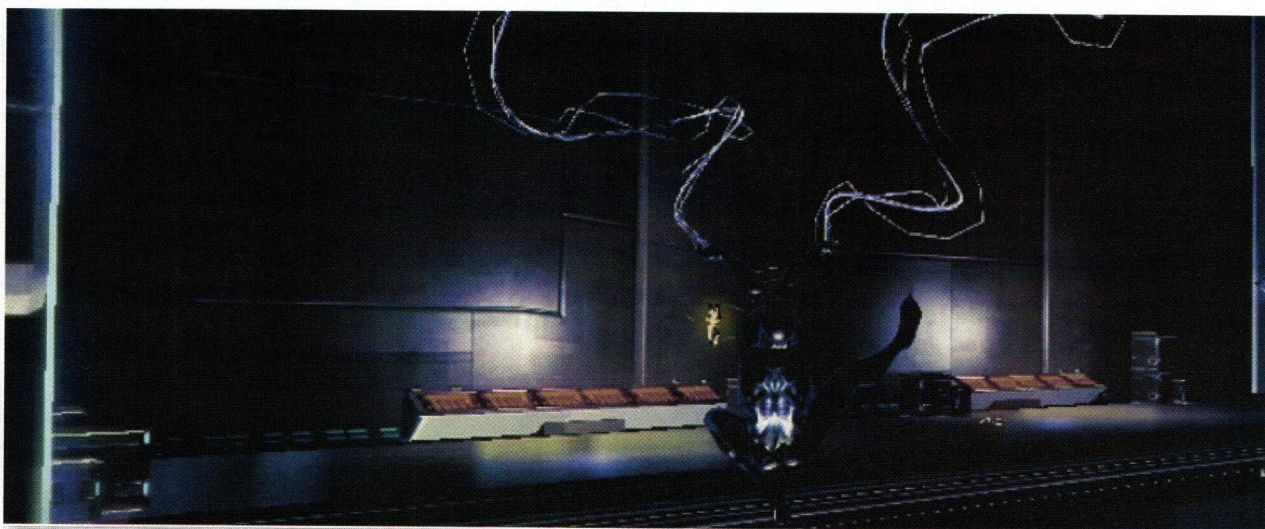
The far platform in the monorail area is the scene of a confrontation between the Hobgoblin and the Public Eye Patrol. The winged psychopath flies off after referring to Spider-Man as his “partner,” leaving the reluctant hero to deal with the private security officers.

The initial P.E.P. gunners can be easily dealt with using the Disarm Combat Upgrade (10,000 Spider Essence). Utilize this skill by pressing the Grab button while targeting a gunner from afar. Spider-Man seizes his weapon with webbing. Tap the Grab button repeatedly to yank the gun out of his hand and smack him across the head with it, instantly knocking him out.

A P.E.P. cruiser parks next to the platform, dropping a captain and more gunners. The gunners are slightly less aggressive once the captain is dealt with. Fight the captain as you would one of the Hunter captains in the Amazing Kraven level; hold the Strong Attack button to knock him off his feet, then quickly follow-up with an aerial combo.

Defeating the captain and his gunners brings additional P.E.P. reinforcements armed with shock sticks from the building, leaving the door open. Watch for Spidey’s Spider-Sense and use evasive rolls to avoid their attacks, then counter quickly.

- ✦ Before entering the building, web-jump repeatedly to reach the ledge above the right side of the balcony. Up here you’ll find a Spider Emblem and a **Hidden Spider**.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

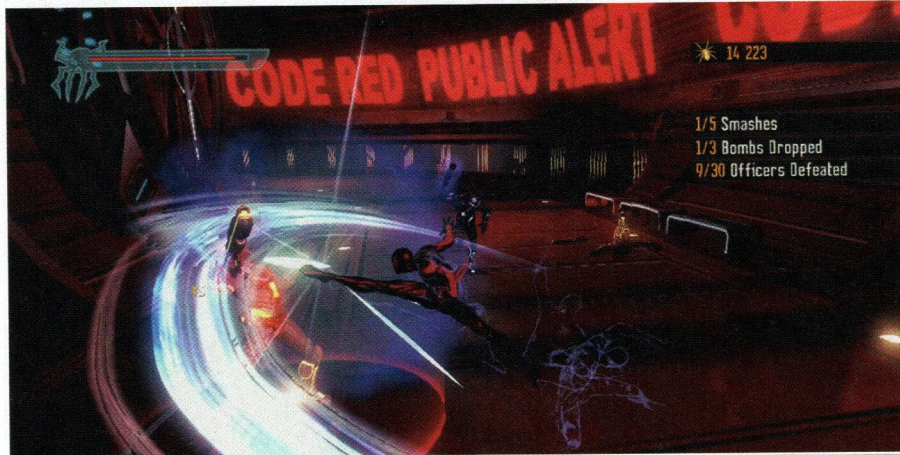
ULTIMATE

FINAL ACT



DISARM LOCKDOWN

Enter the building. The interior is on high alert and lockdown. Defeat all the P.E.P. officers that emerge from the side doors to unseal the exit at the far end. Pick up and throw the numerous crates and benches in the corridor at the enemies. Remember to smash all the crates to regain small amounts of life, if needed.



05 BENCH PRESS

- **OBJECTIVE:** Hit 5 Public Eye Patrol officers with benches.
- **SPIDER ESSENCE:** +1000

Exactly five officers appear in the lockdown corridor, which is lined with benches on both sides. Grab the benches and kick them toward the officers until you complete this challenge before moving on. This is the easiest area in which to complete this challenge, although there are more opportunities later in the level if you miss out.



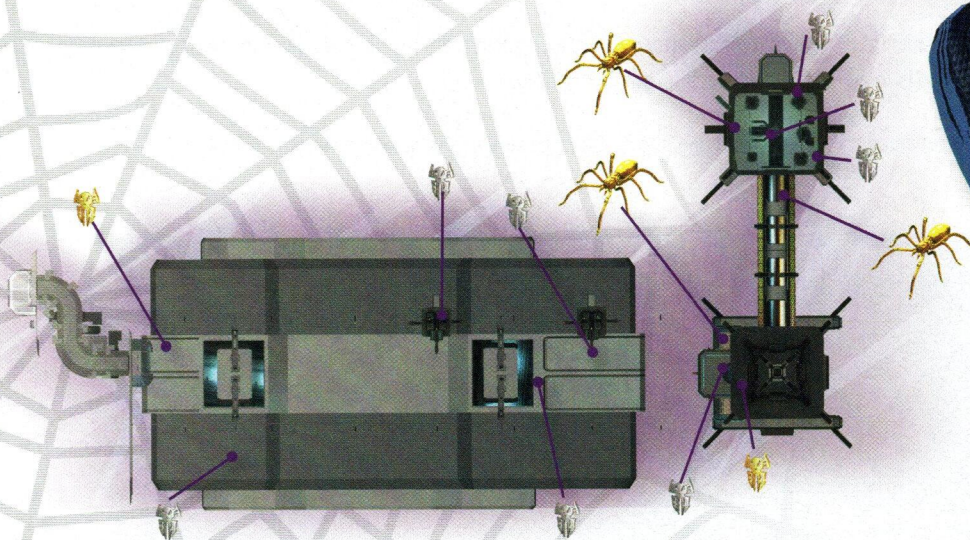
06 SPIDER COLLECTOR

- **OBJECTIVE:** Find ALL of the Hidden Spiders.
- **SPIDER ESSENCE:** +5000

The Hidden Spider found on the ledge high above the second balcony is but the first of eight to be found in this stage. Refer to the area maps throughout this section to find the other seven.



AREA MAP



CHAIN WEB-STRIKES ON JET BIKES

Hobgoblin politely creates an exit for Spidey by blowing a large hole in the building side. P.E.P. Jet Bikes swoop into view. Take out the Jet Bikes by double jumping toward them, and then pressing Grab to execute a Web-Strike. A single attack is enough to take out one of these hovercrafts. As soon as you recover from the previous Web-Strike (complete your glorious back flip) press the Grab button again to web-strike the other Jet Bike.



Plenty more jet bikes move in for assault as you attempt to cross the next monorail area. This makes web-swinging directly ahead more difficult. Instead, web-zip along the monorail lines to either side, jumping as necessary to avoid being hit by a train. Web-zip from rail to perch to rail until more jet bikes come into range. Then attack them with Web-Strikes as you did before. Continue through the monorail area to the platform on the far side.



07

AIR TRAFFIC CONTROL

- ▶ OBJECTIVE: Destroy 5 Jet Bikes.
- ▶ SPIDER ESSENCE: +1000

The first monorail area where jet bikes appear is the best location to complete this challenge. The jet bikes keep coming as long as you remaining in the area, so destroy the five required and move on

ACCELERATED VISION

As soon as Spider-Man lands on the far platform, a homing missile gunner emerges from the nearby door. A quick tutorial screen explains how to use Accelerated Vision. Press the Accelerated Vision button to activate this ability when the small blue gauge below the health meter is full. Accelerated Vision allows Spider-Man to see and react more quickly, making the world seem as if it's moving in slow motion. Accelerated Vision lasts until the gauge is empty or interruption by special event, such as a cut-scene.



While fighting the officers, web-jump above the balcony and land on the canopy covering the left corner to find a **Hidden Spider**.

The Disarm upgrade is also effective at dealing with homing missile gunners. Defeat the lone gunner, then move to the door on the other side of the platform. Another homing missile gunner and two captains emerge. Focus on the captains; stay near them, dodge their attacks, and counter. When the gunner fires a homing missile, activate Accelerated Vision and take cover behind the captains, so that the missile collides with them instead. Repeat this strategy until both captains are defeated before taking out the gunner. When the platform is clear, the Hobgoblin reappears at half-health.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT





08

BOOMSHAKALA

- OBJECTIVE: Divert 3 missiles into Public Eye Patrol officers.
- SPIDER ESSENCE: +3000

Using the strategy outlined in the walkthrough, you should be able to complete this challenge easily. When the gunner and two captains emerge from the side door, stay near the captains and fight. Whenever the gunner fires a homing missile, a red targeting marker appears over Spider-Man. Activate Accelerated Vision and run around the captains, then dodge behind them so that the missiles collide with the officers. Each captain can sustain two or three missile strikes, making this the perfect opportunity in this level to complete this challenge.

BOSS

HOBGOBLIN ROUND 2

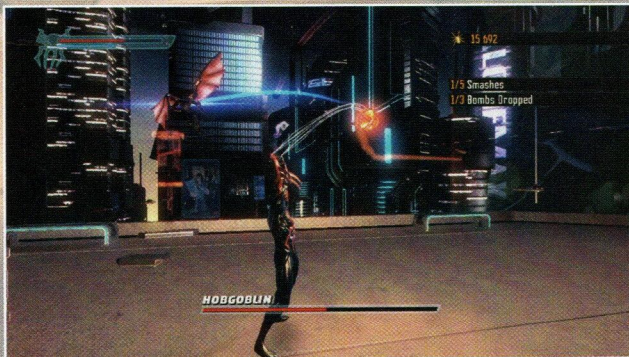
Hobgoblin has only regained half his health since your last encounter, but that's not stopping him from attempting another bombing run. Move to the edge of the platform, grab one of his bombs as he throws it, and kick it back at him. Or throw crates and benches at Hobgoblin with the right timing to make him drop his bombs.

As soon as you damage Hobgoblin, a P.E.P. squad emerges from the doors. Now you must contend with the squad and the hovering psychopath! Move out to the edge of the platform, so that you can actually use the Hobgoblin's bombs as support. Focus on the P.E.P. officers and the bomb blasts will wipe out the officers for you.

However, Spider-Man takes damage as well. Instead, face the Hobgoblin and grab the bombs he throws. Quickly rotate your camera to face the nearest officers while mid-air, and then kick the bombs into the enemies on the platform. Accelerated Vision helps with this.

When the platform is clear, return to grabbing Hobgoblin's bombs out of the air and flinging them back at him. Repeat this action until victorious once again.

HP: 17,500
BOMB ATTACK: 5000
ENERGY DIVE: 30,000
ENERGY PULSE: 8000/0.85s
WIND BUFFET: 0
KNEE KICK: 20,000



09 DROP SOMETHING?

- OBJECTIVE: Force Hobgoblin to drop his bombs 3 times.
- SPIDER ESSENCE: +3000

This challenge is a little easier to complete after defeating the P.E.P. officers. This is a breeze with Spidey's Web Shots. Unleash a constant barrage of them at Hobgoblin while he preps his pumpkin bombs until he drops the requisite third one.

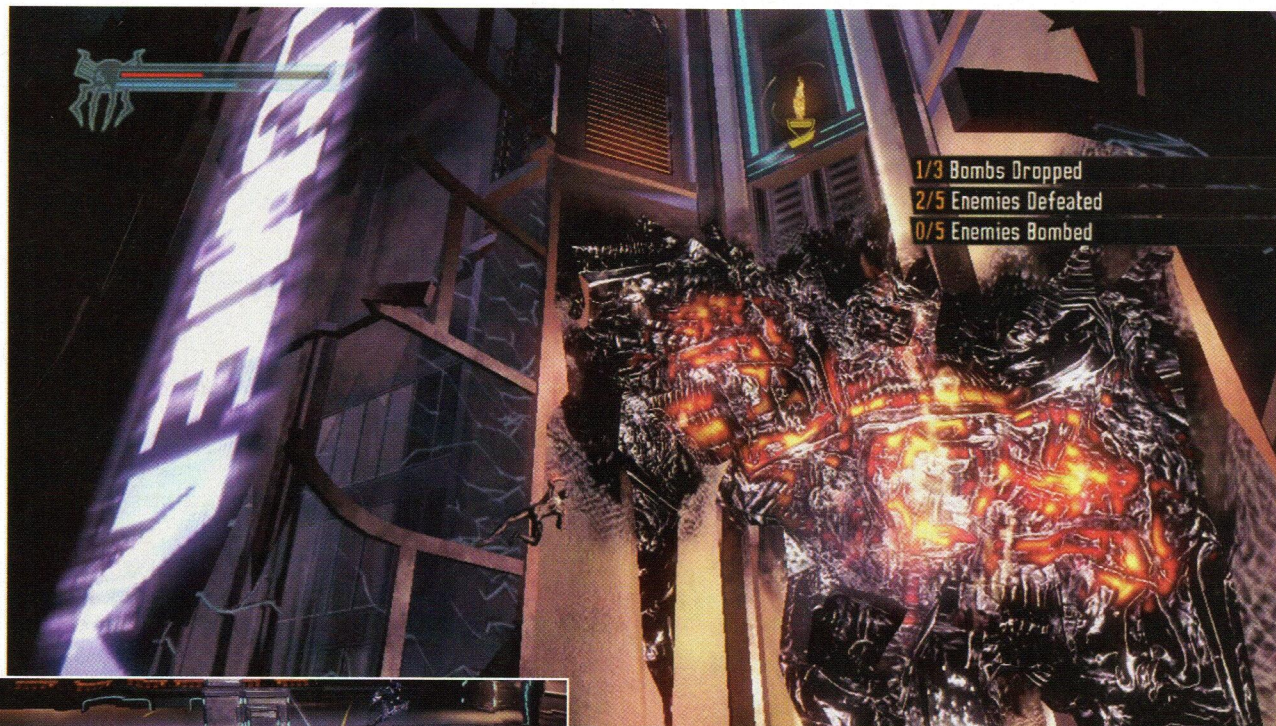
IN PURSUIT OF CRAWLER!

Hobgoblin's last bomb blows a hole in the nearby elevator tube. Climb up the inside of the tube, crawling on walls and window pane sections to reach the top. Move continuously to avoid damage from Jet Bikes that attack as you near the top. When the perch point icon comes into view, web-zip over to the elevator doorway to exit the tube.

10 HOT POTATO

- OBJECTIVE: Hit 5 enemies with Hobgoblin bombs.
- SPIDER ESSENCE: +1500

As described previously in the second Hobgoblin boss strategy, face the Hobgoblin and wait for him to throw a bomb. Grab the bomb out of the air, rotate your camera to face the P.E.P. officers on the platform, and then kick it into them. Accelerated Vision helps with this; activate the ability as soon as Hobgoblin lobbs a bomb, grab it, and throw it at the officers. Then deactivate Accelerated Vision so that it fully regenerates immediately. There are six officers on the rooftop, making this your best opportunity to clear this challenge in the entire level. Make the most of it!



LEFTOVERS



Hobgoblin has been fighting with the Public Eye Patrol again. He's left two captains for you to deal with. Take them out with strong attacks, activating Accelerated Vision as you're about to land the final blows. Then pursue Hobgoblin into the next chamber. Web-swing across the chasm, taking note of the **Hidden Spider** on the side of the next platform as you fly. To collect the bug, you must drop off the side of the platform, the web-jump repeatedly back onto it.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING


NOIR

2099

ULTIMATE

FINAL ACT



 Enemies rush in from the next room to fight. Again, activate Accelerated Vision when you're fairly certain you have the enemies on the ropes. Use Spider-Sense to help you tell when they are weak (their red auras grow dark). Throw benches and crates on the platforms at them. Hopefully by activating Accelerated Vision to help you defeat the five enemies in this area, you'll complete the Like a Blur challenge. Before defeating the last foe, jump onto the wall to the left (as you enter) and crawl above the door to collect a **Hidden Spider**.



11 LIKE A BLUR

- **OBJECTIVE:** Defeat 5 enemies while in Accelerated Vision.
- **SPIDER ESSENCE:** +1500

Use Spider-Sense while fighting the five enemies inside this building. When the enemies red auras become dark and weak, activate Accelerated Vision and quickly finish them off. Deactivate Accelerated Vision immediately, and move on to the next foe. Repeat this strategy until you've defeated all five enemies in this area while Accelerated Vision is active, and you should complete or get very close to completing this challenge.



12 RESISTING ARREST

- **OBJECTIVE:** Defeat 30 Public Eye Patrol officers.
- **SPIDER ESSENCE:** +1500

Having defeated every P.E.P. officer encountered thus far, you should complete this challenge before leaving this area.

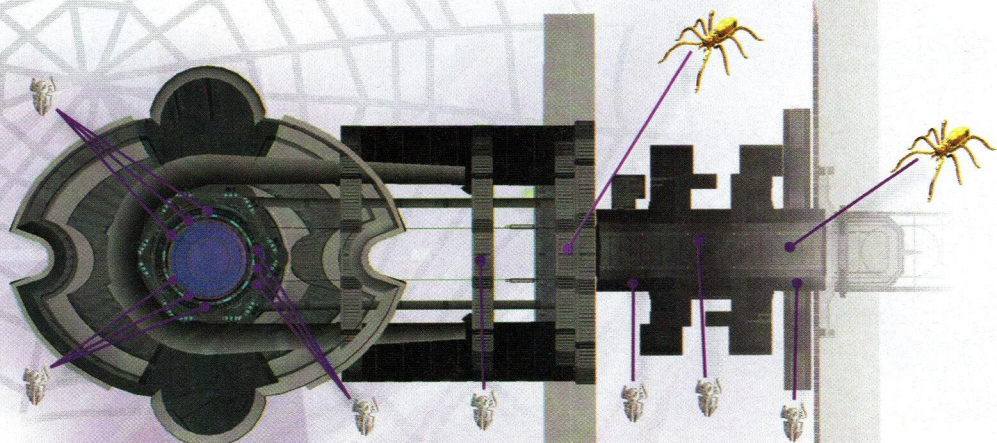
FREEFALL 2

Hobgoblin leads Spider-Man out to the next balcony and dives over the side, leaving our hero little choice but to follow.

As earlier, use the Left Analog Stick to steer Spider-Man in the direction you wish to go. Hold the Jump button to catch up to Hobgoblin, grab him, and punch him as many times as you can before he throws you off. Steer Hobgoblin toward objects surrounding the sides of the shaft for extra damage. Also remember that Accelerated Vision is available this time, to help you drive Hobgoblin into those obstructions on any side.



AREA MAP



BOSS HOBGOBLIN, ROOF ARENA

Hobgoblin is back for more punishment, again with only half a health bar minus whatever you damage you inflicted on the way down the previous shaft. Unfortunately the Public Eye Patrol also joins the fight. As part of the challenge "Who's Next?" you must defeat all the officers within four minutes. If you focus on grabbing Hobgoblin's bombs you'll find that the Public Eye guys make life difficult by throwing grenades at your feet. Therefore, stay near the officers, attack them, let Hobgoblin throw his bombs, and you'll have no trouble clearing the challenge in time. Afterward, simply grab Hobgoblin's bombs and kick them back at him to end the battle as you've practiced so well in the past.

HP: 17,500
BOMB ATTACK: 5000
ENERGY DIVE: 30,000
ENERGY PULSE: 8000/0.85s
WIND BUFFET: 0
KNEE KICK: 20,000



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

13 WHO'S NEXT?

- OBJECTIVE: Defeat the Public Eye Patrol on the roof arena in under 4 minutes.
- SPIDER ESSENCE: +3000

Hobgoblin helps out immensely with this challenge by throwing bombs at you. All you need to do is stay near the officers, attack them, and Hobgoblin virtually takes care of the rest. Make sure to defeat some of the officers yourself in order to regain health lost during explosions.

14 EMBLEM COLLECTOR

- OBJECTIVE: Collect 25 Spider Emblems.
- SPIDER ESSENCE: +2000

If you've been diligent about collecting Spider Emblems since the beginning of the stage, then collecting the numerous ones in the lockdown corridor and the platform beyond should allow you to complete this challenge.

P.E.P. LOVES THEIR LOCKDOWNS

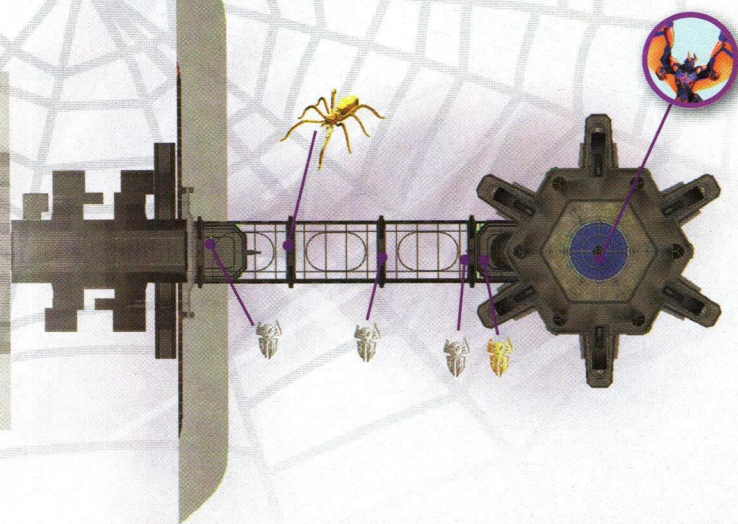
Instead of pursuing Hobgoblin into the Stark Fujikawa building, web-jump straight up and forward until you are within range of the archways above the entrance. Web-zip from arch to arch until you reach the last, where a **Hidden Spider** is located.

Drop to the platform and enter the building. The corridor goes on lockdown. Pick up the crates and benches and hurl them at the P.E.P. officers, and remember to use the Disarm upgrade to take out gunners quickly. Continue pummeling officers to cancel the lockdown. Exit the corridor at the opposite end.



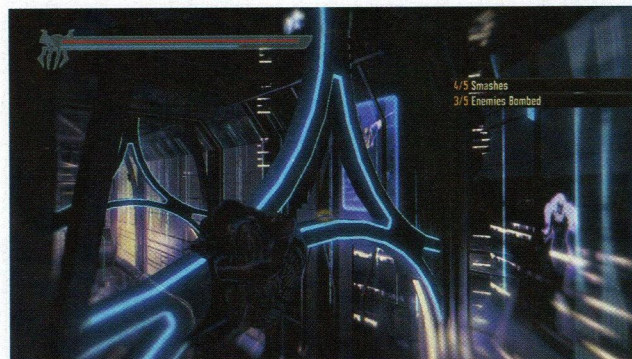


AREA MAP



ASCENSION TO HELL

Notice the archways above the chasm. There's a Spider Emblem and a **Hidden Spider** up there. To reach the area, jump toward the wall to either side and wall-crawl along the ceiling. Drop down through the arches to collect the items, then web-clip back up to the ceiling and continue crawling. Web-clip onto the top of the elevator to reach the final encounter with Hobgoblin.



BOSS CHAOS HOBGOBLIN

Utilizing the power of the Tablet fragment, Hobgoblin creates Gargoyle clones of himself. Use Web-Strikes to take out all the Gargoyles. While Hobgoblin settles on the central perch and creates Gargoyles, he regenerates health. Take out the Gargoyles quickly to reduce the amount of health he regains.



When the area is cleared of Gargoyles, Hobgoblin rises from his central roost. Flying outside of the rooftop area, he then swoops back and forth on bombing runs. The best thing to do during these bombing runs is to move out of his flight path, which will cross the center of whatever direction he faces. Avoid using evasive dodge rolls, since these can cause Spider-Man to accidentally roll right back into the bombing lane.



When his bombing runs prove unsuccessful, Hobgoblin settles over the area and throws two bombs at a time. As before, grab one of the bombs out of the air and kick it back at Hobgoblin. He crumbles to the floor immediately, so rush him with strong attacks. Use Accelerated Vision to make the most of these short windows.

Occasionally Hobgoblin hovers overhead and begins glowing more brightly. Spider-Man's head tingles just seconds before the psychopath dive-bombs toward the floor. This attack is escaped easily enough with an evasive dodge roll. However, Hobgoblin remains crouched and sends out pulses, spreading outward in a widening circle. Jump to avoid damage, then use a Web-Strike to attack him. Continue attacking him until he flies away.

When Hobgoblin's health is gone, he swoops up Spider-Man for a close encounter. Hold the Left and Right Analog sticks down to avoid his attacks, and punch him by tilting the controls outward, inward, or up. Bash his face in quickly and end the battle!



HP: 25,000
BOMB ATTACK: 5000
ENERGY DIVE: 30,000
ENERGY PULSE: 8000/0.85s
AIR STRIKE: 5000/bomb
WIND BUFFET: 0
KNEE KICK: 20,000



15 SWEET DREAMS

- ▶ OBJECTIVE: Defeat 20 Gargoyles in the final fight.
- ▶ SPIDER ESSENCE: +2500

Exactly 20 Gargoyles appear on the rooftop during the final battle. You must knock them all out with aerial combos in order to dislodge Hobgoblin from his perch and thereby finish the battle.

RANKING: LEVEL 3

LEVEL 3 RANKING CRITERIA

MEDAL	COMBO RATING	EMBLEMS COLLECTION	CLEAR TIME
	19,000+	25+	00:20:00 or less
	15,000 - 18,999	20 - 24	00:30:00 - 00:19:59
	13,000 - 14,999	10 - 19	00:45:00 - 00:29:59
	0 - 12,999	0 - 9	00:45:01+

BONUS GALLERY UNLOCKS:

EASY MODE	NORMAL	
CHARACTER BIOS	DIMENSION	CONCEPT ART
Hobgoblin	2099	Hobgoblin 1-11
Public Eye Patrol		
S.I.E.G.E		

HARD

HOBGOBLIN	PUBLIC EYE PATROL	GARGOYLES

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

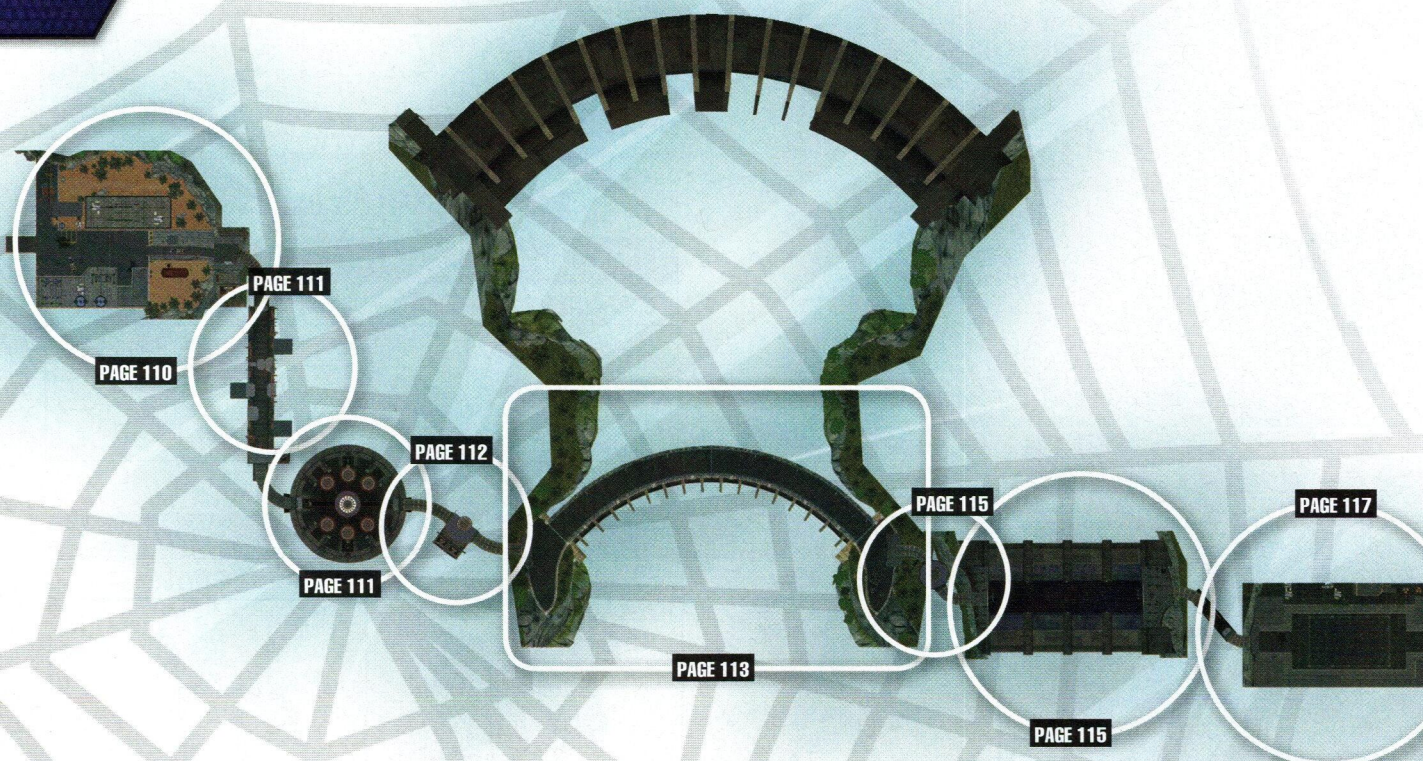


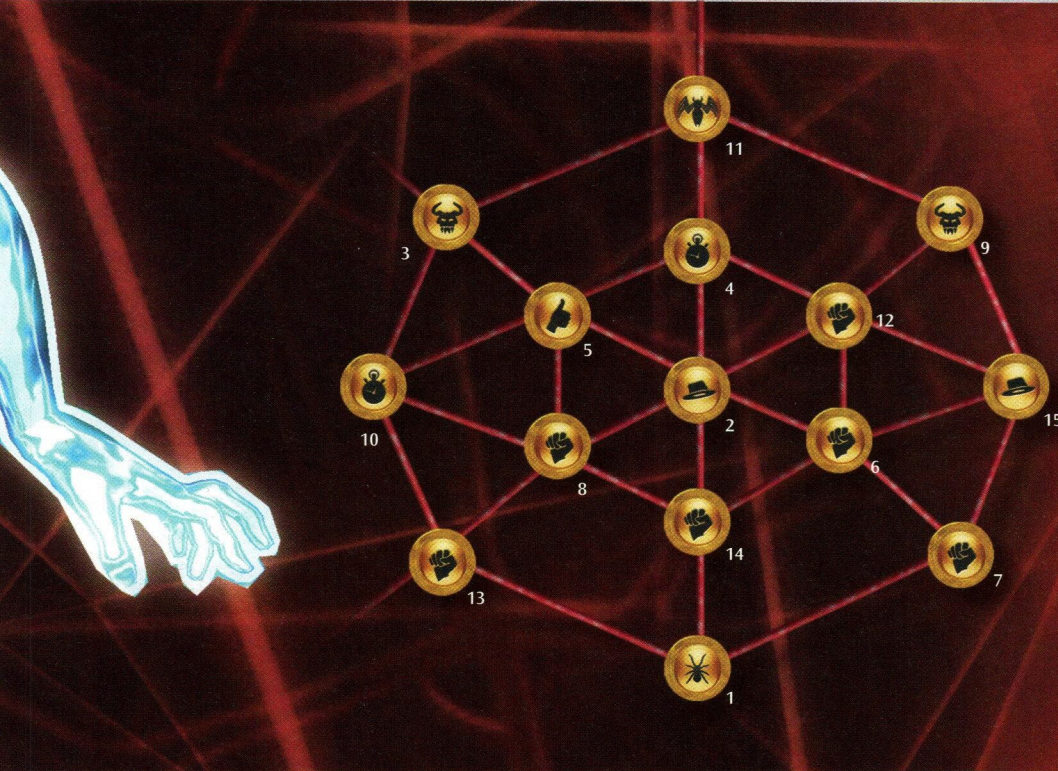


ULTIMATE:

ELECTRO

STAGE MAP





WEB OF DESTINY

- 1 SPIDER COLLECTOR
- 2 LIGHTNING ROD
- 3 THE BLUE BOMBER
- 4 RED RAID
- 5 ELECTRUCK
- 6 LASER CUT
- 7 SHORT CIRCUIT
- 8 ANGER ISSUES
- 9 SHOCK PROOF
- 10 BLACK OUT
- 11 EMBLEM COLLECTOR
- 12 ZIPPIN'ZAPPER
- 13 RAGING STORM
- 14 ENRAGED
- 15 HOLD ON!

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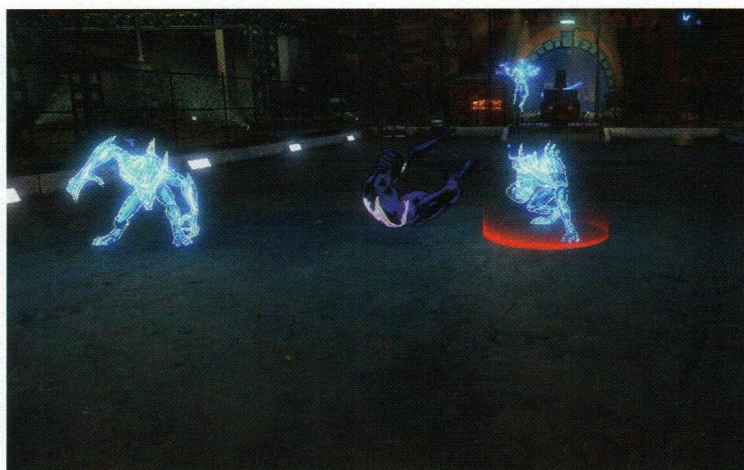
PAGE 119

LEAPIN' BLUE LAPDOGS!

Searching for another fragment of the Tablet of Order and Chaos, Ultimate Spider-Man encounters Electro at a power plant. Seems the self-serving thug benefits immensely from the Tablet's influence.

ELECTRO'S LITTLE PETS

Follow Electro into the center of the parking lot, where he creates two blue electric creatures. These beasts emit blue target lines that soon converge on Spider-Man. Dodge roll or jump out of the way to avoid the electric blue balls they discharge. These creatures can also warp out of the path of your attacks, so use Web-Strikes to catch them off-guard. Web shots also tear them up, so blast away!



AREA MAP



ZIP KICK FOR INSTANT KOS



Defeating one of the original two electric creatures causes Electro to create more. They warp to the tops of poles around the area. Zip kick the creatures off their perch points to KO them instantly. Also, collect several Spider Emblems above poles and on rooftops around the area. Continue defeating electric blue creatures until the shield covering the nearby tunnel disappears.



Enter the tunnel and divert into the first room on the right. A **Hidden Spider** is high up on the wall just inside.



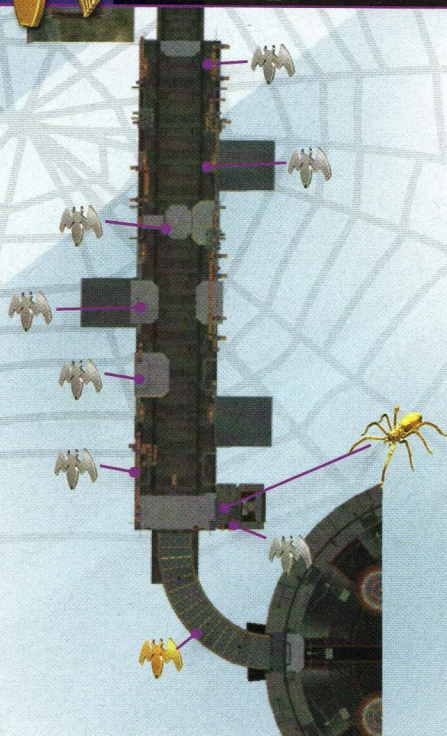
01 SPIDER COLLECTOR

- ▶ OBJECTIVE: Find ALL of the Hidden Spiders.
- ▶ SPIDER ESSENCE: +5000

The Hidden Spider found in the small room just inside the first tunnel is the first of eight in this level you must find to complete this challenge. Check the following walkthrough and area maps to locate the rest.



AREA MAP



RESCUE FROM THE RISING TIDE



Continue following Electro down the corridor. He causes a flood in a large chamber, trapping four workers. Starting with the worker on the lowest platform, grab each man and web-swing to the far side of the chamber. Drop to the platform near the exit and step into the glowing circle to release the man. Repeat this for the other trapped workers, starting with the man on the next-lowest platform and work your way up in the room. When all four men have been deposited safely on the exit platform, they crank the valves enough to stop the flooding. Then you may collect the remaining Spider Emblems in the room. Enter the small room high above the exit platform and climb up on the wall to collect another **Hidden Spider**. Exit the flood room and follow the corridor to your first confrontation with Electro.

QUICK GRAB

Take a second to grab the Spider Emblem off the platform opposite the lowest worker. This one quickly becomes submerged and unreachable as the water rises in the chamber.



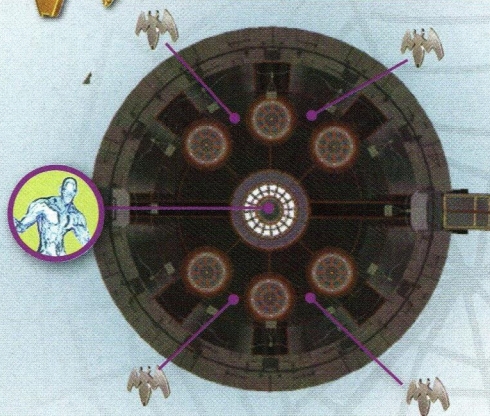
02 LIGHTNING ROD

- ▶ **OBJECTIVE:** Rescue 4 workers in the flooded power plant area.
- ▶ **SPIDER ESSENCE** +1500

The four workers trapped by Electro's blast must be rescued from rising flood waters before you may continue.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

ELECTRO

REAL NAME: Dillon

IDENTITY: Known to the authorities

OCCUPATION: Criminal

CITIZENSHIP: U.S.A. with a criminal record

PLACE OF BIRTH: Unknown

EDUCATION: Unknown

FIRST APPEARANCE: *Ultimate Spider-Man* #10 (2001)

Scientific experiments by industrialist Justin Hammer transformed a man known only as Dillon into a living electric battery, able to control and manipulate lethal charges of energy. As Electro, Dillon acts as nothing more than a super-powered goon – a thug to be sold off to the highest bidder. Career highlights include being an enforcer for the Kingpin, a hired gun for Bolivar Trask, and an underling for Norman Osborn's "Six."

For years, Electro has heeded others' beck and call, but now he strikes out on his own, looking for ways to boost his powers and find a way to finally be the "man in charge."



BOSS ELECTRO

Approach the central platform where Electro is warming up. He typically starts the battle with charging punches. Spidey's Spider-Sense tingles just before each of these, giving you enough warning to roll out of the way in time. Counterattack from Electro's sides until he raises his defenses. Back away, dodge his next charge, and retaliate quickly. Repeat this until he changes tactics.



When flying punches don't do the trick, Electro warps back to the center of the platform and consumes energy from the surrounding generators. He then releases the energy in an expanding ring that covers the center platform. Simply web-clip to the top of any of the surrounding generators to avoid this attack.

Electro then warps above one of the generators along the perimeter of the room and unleashes electric orbs at Spidey. Simply zip kick Electro off his perch to send him back to the center platform.

Encasing himself in a protective bubble, Electro raises both hands and fires a thick beam of energy that extends to the edge of the center platform. Rotating slowly, he tries to cut down Spider-Man with the beam. Simply hold the Defensive Stance button and run sideways, rolling occasionally to get away from the beam. Electro then turns the other direction and attempts to hit you with the beam from your other side. Sidestep in the opposite direction, rolling away from the beam as needed. When Electro fails at this, his protective shield disappears. Smack him with a web-strike! At this point he'll try a few rushing punches before reverting to the beam attack again. Then he'll repeat any of the aforementioned attacks.

HP: 37,500
2-HIT COMBO: 2 x 5000
BOLTS: 7500
SHOCKWAVE: 15,000
BEAM: 10,000
ELECTROCUTE: 5000
WRATHFUL ATTACK: 5000



The key to this battle is to watch Electro closely, wait patiently, avoid his attacks, and strike when an opening presents itself.



AREA MAP



03 THE BLUE BOMBER

- ▶ **OBJECTIVE:** Win the first battle against Electro.
- ▶ **SPIDER ESSENCE:** +1000

KAMIKAZE RUSH

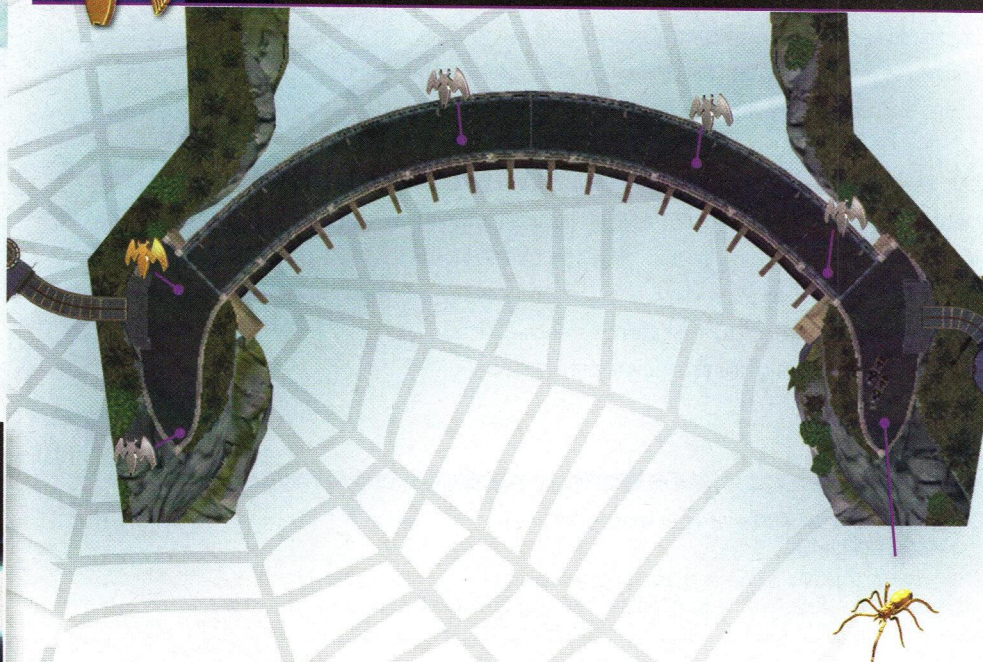


Collect the numerous Spider Emblems in the chamber where you battled Electro, then pursue him into the next corridor. Electro creates red electric kamikaze creatures that approach Spider-Man, charge up for a moment, and then explode. Strike them quickly with fast attacks to take them out before they detonate; they go down easily.

Follow Electro into the next chamber, where he generates a seemingly endless number of these red creatures. Continue eliminating them as best you can, defeating them before they detonate.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

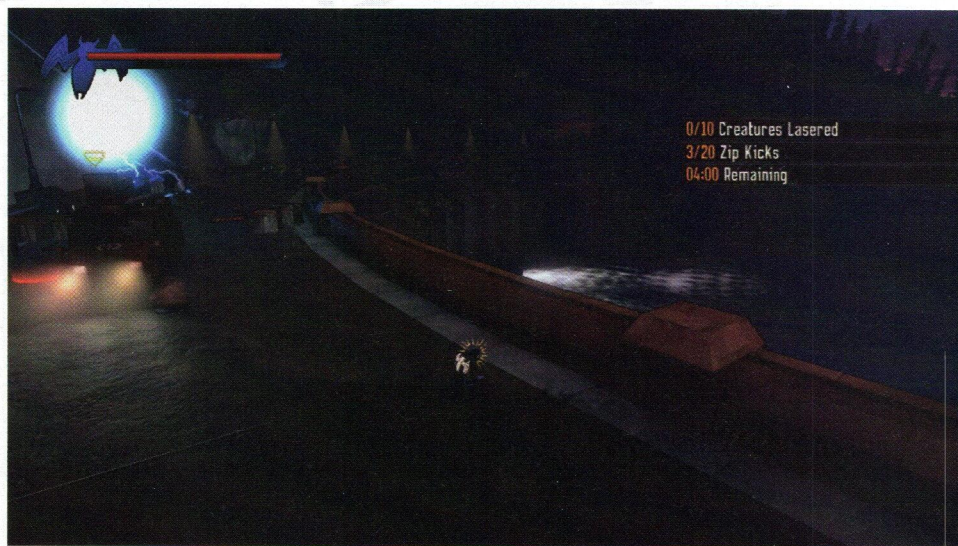
NOIR

2099

ULTIMATE

FINAL ACT

OBSTACLE COURSE ACROSS THE DAM



04 RED RAID

► **OBJECTIVE:** Clear the first red electric creature ambush in less than 1 minute.

► **SPIDER ESSENCE:** +2000

When sealed in the chamber with the red electric creatures, defeat them all within one minute to complete this challenge. Since the creatures are defeated easily with one hit, this should be no problem as long as Spidey keeps punching.

Follow Electro through the next corridor out to the dam. Defeat more electric creatures while crossing the dam, smashing crates on either side of the roadway to regain lost health. As you start across the dam, Electro sends a truck speeding toward you. Dash to the sides to avoid it, or web-jump over it.

Partway across the dam, Electro creates a new green electric creature that emits a continuous cutting beam. Pick up one of the crates near the creature and hurl it directly at the beast to smash it to smithereens.



Farther back on the dam, Electro creates a host of kamikazes reinforced by some of the deadly green creatures. Take out the red electric creatures with punches, then run between the green creatures so that they blast each other with their beams.

Some distance back, Electro propels another truck at you at the same time as a pack of kamikazes rushes in. Dodge roll to the left to avoid the truck and the kamikazes until the truck passes by, then decimate the remaining creatures. As you continue following him, Electro sends a third truck down the left side of the dam road. Avoid it as well, then use more green creatures' beams against one another.



05 ELECTRUCK

- ▶ **OBJECTIVE:** Evade the 3 electrified trucks on the dam as they charge towards you.
- ▶ **SPIDER ESSENCE:** +1500

Despite our warning efforts, the trucks may still take you by surprise on the dam. You must avoid being hit by all three trucks in this particular area to complete this challenge. If you fail, try again the next time you play this level.

06 LASER CUT

- ▶ **OBJECTIVE:** Use green electric creatures to defeat 10 other creatures.
- ▶ **SPIDER ESSENCE:** +3000

The green electric creatures that emit a constant cutting beam can be tricked into using that beam against other creatures—and themselves as previously noted. Simply avoid the beam and run between the green creature and other monsters, such as kamikazes, purple creatures, or even each other. While you won't be able to complete this challenge on the dam, you should certainly start trying.



HELLO PURPLE PEOPLE EATER!



At the end of the dam, Electro launches his newest creation: a purple Goliath-type creature. Hold the Strong Attack button to break its defenses, and keep attacking it until it goes down. Be mindful of the Short Circuit challenge described below, which you can complete easiest while facing this particular enemy.



Go around to the cab of the nearby cherry picker truck to find a **Hidden Spider**. Then pursue Electro into the next tunnel.

07 SHORT CIRCUIT

- ▶ **OBJECTIVE:** Disrupt 3 overcharged attacks from purple electric creatures by throwing objects at them.
- ▶ **SPIDER ESSENCE:** +1000

By moving near a purple creature, you may frustrate it enough that it enters a rage mode. The purple creature encases itself in blue, sparking electricity. When this occurs, pick up an object and kick it at the purple creature to disrupt its attacks. Due to the large number of objects on the dam and the purple creature being alone, this is the opportune time to complete this challenge.



AREA MAP



RED RAGE



When the tunnel emerges into a large turbine room, Electro sends two purple creatures at Spider-Man simultaneously. Tired of fighting, Spider-Man enters Rage mode for the first time. In this hyperactive mode, Spider-Man cannot be knocked down and inflicts twice the amount of damage. Rage mode lasts until the Rage Meter - below the Health Meter - depletes completely or you deactivate it by pressing the Rage button again. Defeating enemies refills the Rage Meter slightly, extending your time in Rage Mode. Character Upgrades can also increase the speed with which this meter fills and the size of your Rage pool as well.

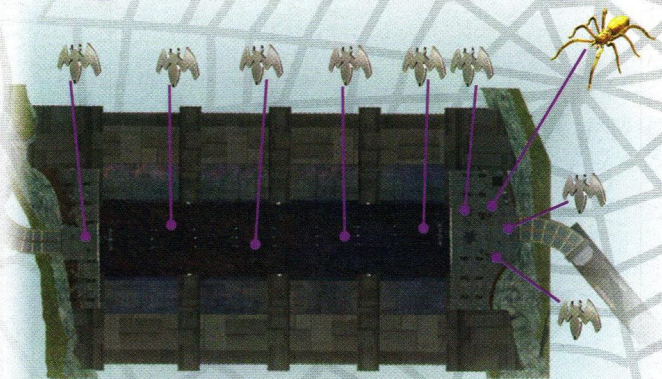
08 ANGER ISSUES

- ▶ OBJECTIVE: Activate the Rage Mode for the first time.
- ▶ SPIDER ESSENCE: +1000

This challenge is achieved automatically the first time Ultimate Spider-Man enters Rage mode during the aforementioned scene inside the dam.



AREA MAP



TIGHTROPE ZIPPER

Chase Electro out of the tunnel. Defeat the squad of red monsters, then web-zip atop one of the light posts on either



side of the area. Web-zip from there over to the power lines running across the river. Cross the power lines, web-zipping to avoid Electro's sparks and to get past sparking line connectors. If the line you're on begins to shimmer with red sparks, web-zip over to another line.



Web-zip to the tunnel entrance past the end of the power lines. Electro creates another group of green creatures. Run between them to cross their laser lines and have them execute each other. Stay near the purple creature and the green lasers will weaken it. Use Rage Mode to finish it off. Facing the tunnel, there is a **Hidden Spider** on the ground behind the cherry picker to the left.



Follow Electro into the next tunnel. Spider-Man comes to an opening where the floor below is electrified and blue sniper creatures line the opposite end. Web-swing across quickly and defeat the creatures. Continue out to the next area to confront Electro again.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

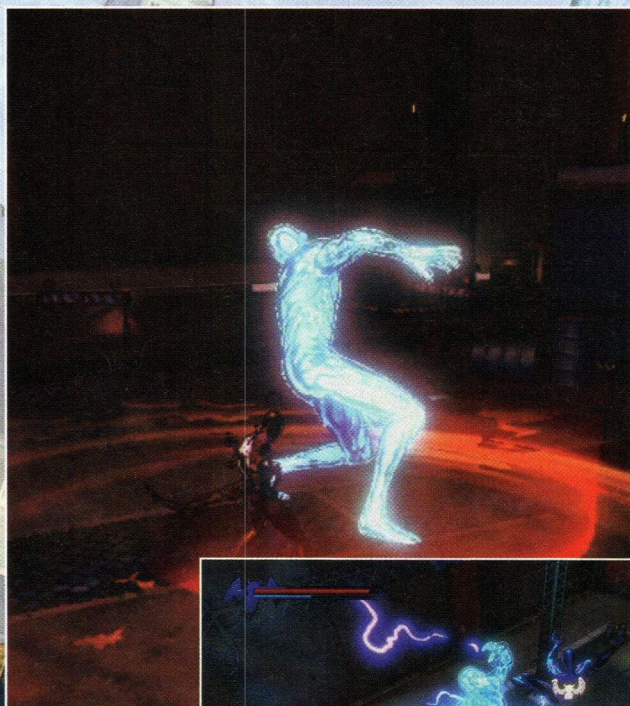


BOSS ELECTRO, GENERATOR FIELD

The second standoff takes place in a field of small generators. Avoid taking this battle to the air or perch points, where you have no chance of attacking him. Instead, run between the generators. Electro appears in the center, where he eventually leaps up and slams his fist into the ground. Jump to avoid the shockwave. After that, his shield drops, so approach and attack him. Activate Rage Mode to maximize the damage inflicted. Deactivate Rage when he warps away.

Seeking to replenish his energy, Electro reappears over a corner group of six generators. Prevent him from regaining life by web-jumping into the air, and then web-strike him to interrupt his recharge.

HP: 40,000
BOLTS: 5000
SHOCKWAVE: 15,000
STOMP: 15,000
ELECTRIC SHIELD: 2500
WRATHFUL ATTACK: 5000



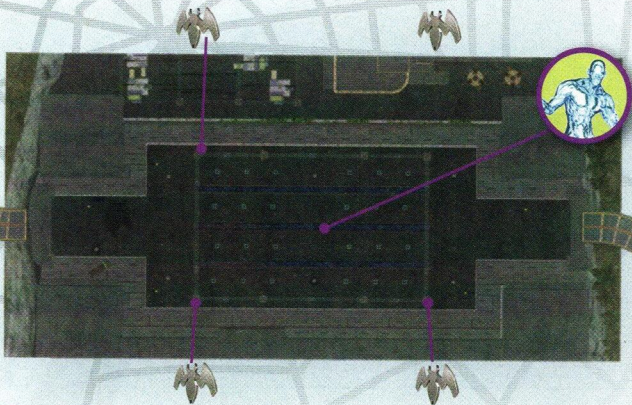
When Electro warps to the end of the aisle, move out of that aisle to avoid the linear attacks he launches. After these attacks he becomes vulnerable again, so web-strike and attack.

Reducing his health to half forces Electro to retaliate by summoning blue and green creatures throughout the area. Target those perched on generators and poles, and zip kick them to knock them out. Take out the remaining creatures, and then quickly knock down Electro, who uses the opportunity to try to recharge from some of the generators as described above. Avoid his attacks, unleash the black suit's Rage when Electro's vulnerable afterwards, and defeat him.





AREA MAP



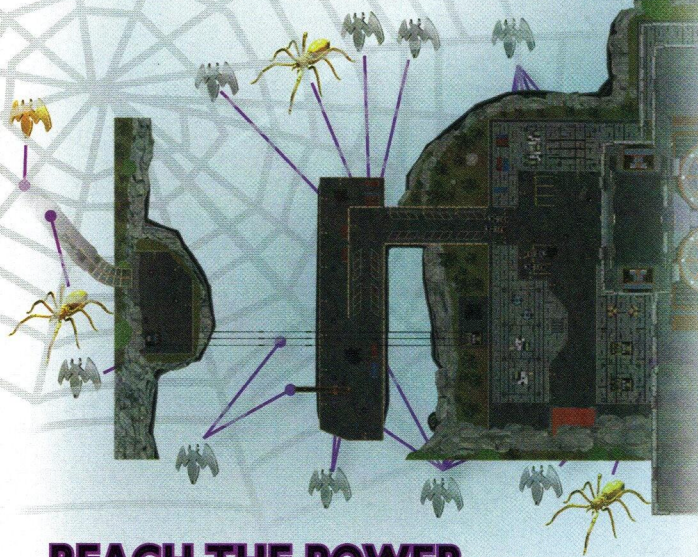
09 SHOCK PROOF

- ▶ OBJECTIVE: Win the second battle against Electro.
- ▶ SPIDER ESSENCE: +2000

Shock Proof is achieved automatically for defeating Electro in the generator field.



AREA MAP



REACH THE POWER STATION QUICKLY



Pursue Electro into the next tunnel, destroying the creatures he throws at you. Look for a **Hidden Spider** crawling along the closest edge of a large gash in the floor.

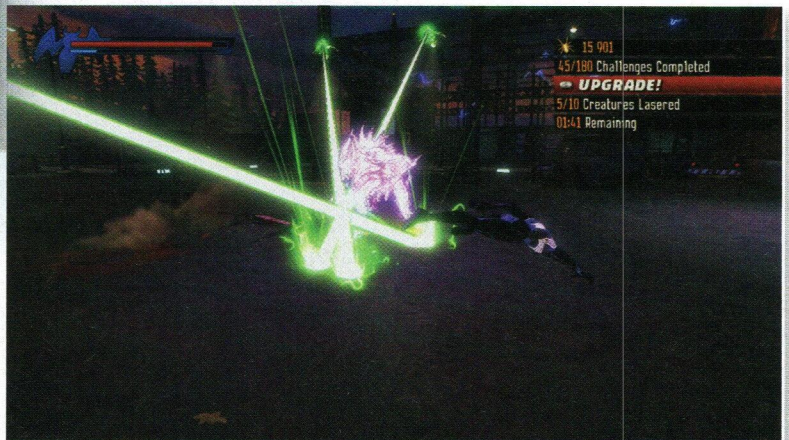
Follow Electro out to the main power plant's entrance. A timer starts, giving you four minutes to defeat all the creatures in front of the power plant. Quickly strike them to detonate them harmlessly, then web-zip up to the power lines running overhead.



As before, web-zip over sparking line connectors and jump from line to line collecting Spider Emblems. Nearing the power plant causes Electro to create a large host of electric creatures below. Drop to the ground, activate Rage Mode and plow through them. Fight your way up the ramping street, avoiding an electrified truck that Electro sends after you. When the kamikaze red creatures subside in numbers, web-zip up to the light posts and zip kick all the blue and green creatures off their perches.



Quickly make your way up to the power plant entrance. Zip kick all the creatures off the surrounding light posts and electric towers. Drop to the ground and activate Rage Mode to fight the two purple monsters.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT





When the area is cleared and all the monsters defeated, collect the numerous Spider Emblems in the area. Three emblems float above the construction crane. Search the base of the ramp to find a **Hidden Spider** crawling on the side. Another **Hidden Spider** crawls on the side of the power plant itself, around the corner to the right of the entrance.



10 BLACK OUT

- ▶ **OBJECTIVE:** Dispatch every Electric Creature outside the main power plant within 4 minutes.
- ▶ **SPIDER ESSENCE:** +3000

A timer begins counting down as soon as you reach the outdoor power plant entrance. Defeat all the kamikaze creatures appearing immediately, then web-clip up to the power lines and run across them to reach the other side of the river. Web-clip down to the dock and take out creatures as they run downhill. Activate Rage Mode and fight your way up the ramp, recharging the Rage Meter with each successive attack. If the enemies appear to subside then web-clip up to nearby poles to zip kick perched sniper creatures. Quickly rush to the power plant entrance and web-clip around the area, taking out all the perched creatures. Drop to the ground and eliminate the purple creatures as well as the group that suddenly appears to the side. If this proves too challenging in your first attempt, retry this level after completing the game and powering Spider-Man up a bit. By then, the Rage Meter should be long enough and recharge fast enough that this challenge should be no problem.



11 EMBLEM COLLECTOR

- ▶ **OBJECTIVE:** Collect 40 Spider Emblems.
- ▶ **SPIDER ESSENCE:** +2000

If you've been collecting diligently you should have 40 by now.



12 ZIPPIN'ZAPPER

- ▶ **OBJECTIVE:** Zip kick 20 perched electric creatures.
- ▶ **SPIDER ESSENCE:** +1500

The area outside the main power plant entrance is the best spot to achieve this challenge, thanks to the close proximity of electric poles and the large number of blue and green shooting creatures that warp from perch to perch.



13 RAGING STORM

- ▶ **OBJECTIVE:** Land 25 consecutive hits on Electric Creatures in a single Rage Mode.
- ▶ **SPIDER ESSENCE:** +3000

Fight your way up the ramp outside the power station while Rage Mode is activated, and you should clear this challenge with no problems.



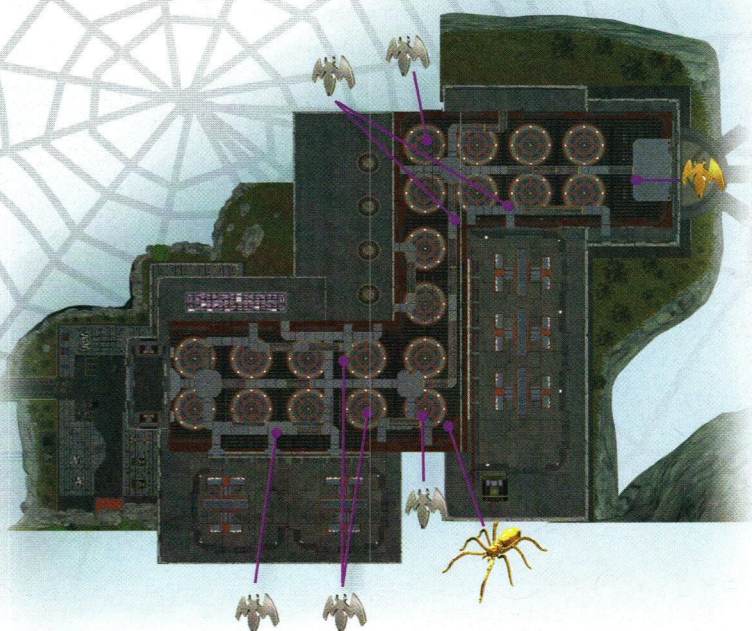
14 ENRAGED

- ▶ **OBJECTIVE:** Use Rage Mode to dispatch a total of 50 Electric Creatures.
- ▶ **SPIDER ESSENCE:** +2000

The number of creatures appearing outside the power plant makes this easy. Just activate Rage Mode and keep it going as long as possible by dispatching additional enemies as quickly as Spidey can.



AREA MAP



TRAPPED BY ELECTRICITY



Enter the power plant. The shutter doors momentarily slide open, allowing Spider-Man to watch as Electro sucks the entire power plant dry, shorting out all generators simultaneously. There are now five workers trapped in various locations. Rescue them and they will help you get through this dangerous area.

Use your Spider-Sense to locate the first rescue worker, trapped on the platform to the left. Web-clip across the tops of the stable generators to reach him. Grab him and web-swing down to the central aisle, past the swirling electric barrier. Run to the central platform and enter the circle of light to drop the worker.

PROTECT YOUR WORKER



You must now protect the worker while he shuts off the sparking generators blocking access to the next area. Stand near the man and attack the red kamikazes that attempt to detonate near him. At first, only two or three red creatures attack at a time, proving easy to repel. But when a horde enters the area at the same time, move near the worker and activate Rage Mode to blow them all back. Take out the remaining creatures in Rage Mode until the worker clears the path to the next section of the power plant.



Before proceeding, search the first corner in the snaking path through the power plant to find a **Hidden Spider**.

DOUBLE PROTECTION

To clear the next segment of the power plant, you must grab two workers and deposit them on the large central platform. One worker is on a high balcony to the left, and the other is on the ground at the corner. Guard them both while they shut down the power generators in the next area by repelling creatures as you did before. Blue creatures also appear this time, perched at either side of the area. Zip kick them off their perches and quickly resume your defense of the workers.



As you proceed toward the exit, web-zip over to a stable generator on the left, then drop to the ground behind it to rescue another worker. Carry him to the exit platform, then go back for the final worker trapped on a high balcony. Protect the two men as they attempt to open the blast doors. Zip kick green creatures off perch points and use Rage Mode to knock groups of kamikazes away from the workers. Smash crates and barrels in the area to replenish small amounts of health as needed.



AREA MAP



15

HOLD ON!

- ▶ **OBJECTIVE** Rescue 5 workers inside the electrified power plant area.
- ▶ **SPIDER ESSENCE:** +2500

This challenge is complete automatically upon saving all five workers in the area.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



BOSS GIANT ELECTRO

Having supercharged himself inside the power plant, Electro is now over a hundred feet tall! To defeat Electro you must destroy the dam behind him. The water will short him out.

Avoid his initial beam attacks by double-jumping over them. You cannot use Web-Jumps, so do not hold the Jump button as you normally would. It requires a bit more timing. Wait to jump until the beam is visible on the side of the screen, coming toward you fast.

When Electro runs low on energy, he puts a hand down while using the other to recharge from the dam behind him. Approach the hand (but don't touch it) and press the Grab button to cover it with webbing. When Electro yanks his hand loose, he must use so much force that he smashes the dam behind him after the webbing snaps.



Force Electro to smash the dam twice, and then he'll unleash a series of hand beam attacks, one after another. Double-jump to dodge them all. Electro then turns around completely to face the dam. While he's recharging, move to the far side of the platform where junk is floating toward the dam in the whirlwind surrounding Electro. Web-zip from junk piece to junk piece quickly, and then web-zip over to the dam to continue the battle.



Seeing Spider-Man on the dam, Electro loses a bit of control and begins smashing his fist into it. Run toward the other side of the dam to avoid his strikes. Execute dodge rolls at the last second when space draws tight. Electro pauses for a moment, and then begins smashing his other hand into the dam. Rush in the opposite direction to avoid his fists.

Electro creates electric creatures on the dam. Take them out quickly with Web-Strikes, then move to the other side of the dam and eliminate some more. When a pack of red kamikazes appears, enter Rage Mode to eliminate them quickly.

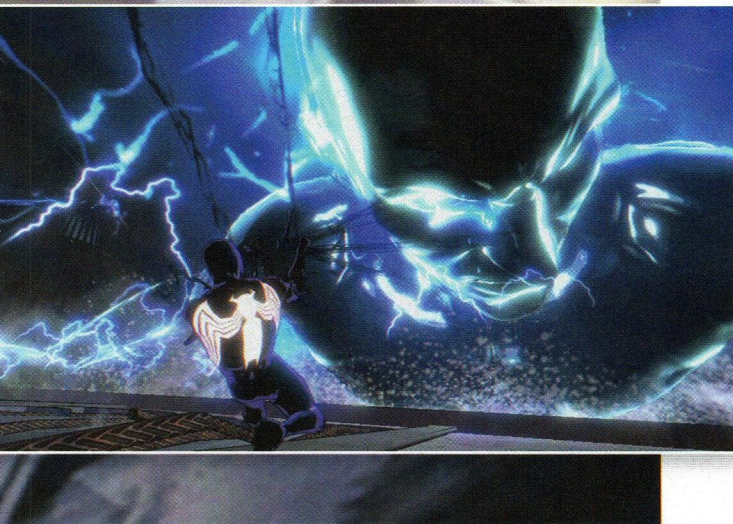


HP: N/A (damage applied to dam)
BEAM: 12,500
PUNCH: 20,000
CONTACT: 10,000

Electro then delivers two powerful punches to each side of the dam, greatly damaging it but also shortening Spider-Man's play area. He then creates green creatures on the dam. Run behind one so that the other creature kills its companion with its beam, then web-strike the remaining creature. Activate Rage Mode to eliminate a purple creature.



Run to the right as Electro delivers a final blow to the dam, destroying the left area and shortening Spider-Man's play zone to a single block. Face with an onslaught of water, Electro finds himself weakening from the water pouring from the dam. Quickly press the Grab button to seize his face, and web-pull him into the dam to finish off Electro and the dam.



RANKING: LEVEL 4

LEVEL 4 RANKING CRITERIA

MEDAL	COMBO RATING	EMBLEMS COLLECTION	CLEAR TIME
	19,000+	45+	00:20:00 or less
	15,000 - 18,999	35 - 44	00:30:00 - 00:19:59
	13,000 - 14,999	20 - 34	00:45:00 - 00:29:59
	0 - 12,999	0 - 19	00:45:01+

BONUS GALLERY UNLOCKS:

EASY MODE	NORMAL	
CHARACTER BIOS	DIMENSION	CONCEPT ART
Electro	Ultimate	Electro 1-5

HARD	
ELECTRO	ELECTRO CREATURES



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

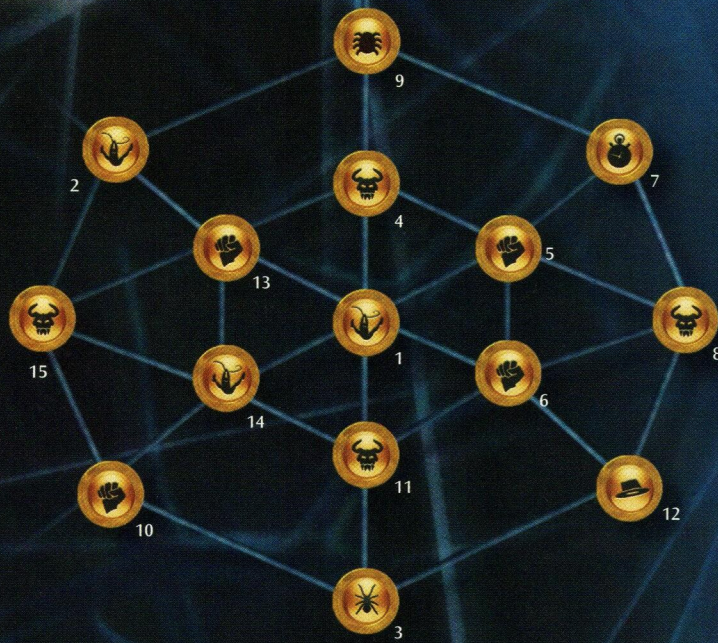
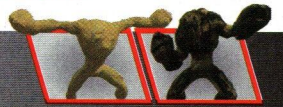


AMAZING:

SANDMAN

STAGE MAP

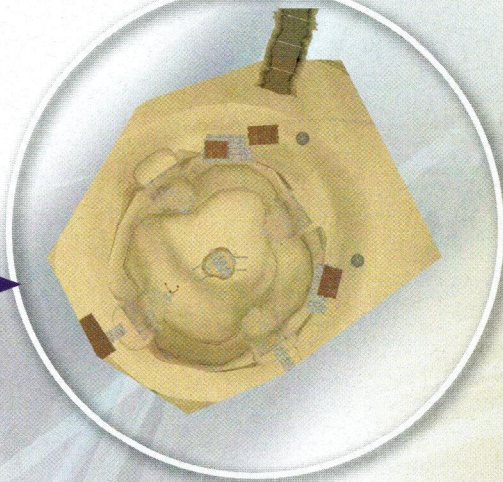




WEB OF DESTINY

- 1 Zip Apprentice
- 2 Zip Master
- 3 Spider Collector
- 4 Thirsty?
- 5 Have a Drink!
- 6 Pressure Release
- 7 Tornado Chaser
- 8 In Your Face!
- 9 Emblem Collector
- 10 Sand Blaster
- 11 Waterfall
- 12 Well Drilled
- 13 Hard Rock
- 14 Sand Slide
- 15 Lost and Found

PAGE 134



ENEMY	TYPE	HP
Sand Creature	Light Creature	6000
Sand Golem	Medium Creature	14,000

LOOK WHAT THE WIND KICKED UP

Tracking yet another piece of the Tablet of Order and Chaos, Amazing Spider-Man arrives at an abandoned mining town on the outskirts of a vast desert. Only the town isn't as abandoned as it first appears; Sandman is here!



SANDMAN

REAL NAME: William Baker

ALIASES: Flint Marko

IDENTITY: Known to authorities

OCCUPATION: Professional criminal; former mercenary, adventurer

CITIZENSHIP: U.S.A. with a criminal record

PLACE OF BIRTH: Queens, New York City, New York

EDUCATION: High school dropout

FIRST APPEARANCE: *Amazing Spider-Man* #4 (1963)

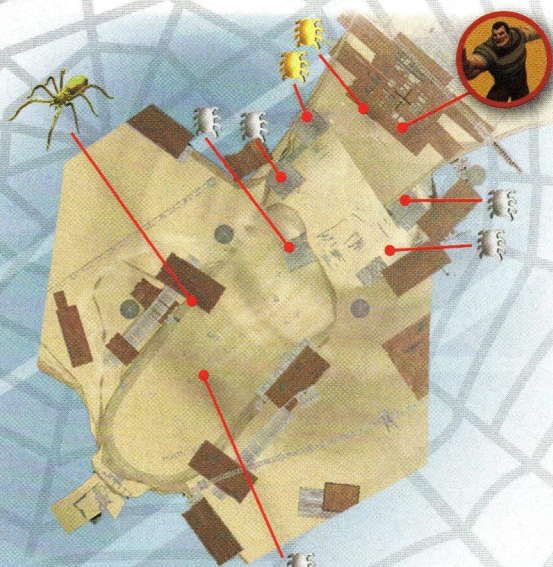
Flint Marko (the common alias of the man born as William Baker) was a career criminal – a man with no prospects other than petty crimes and a lifetime in and out of prison. But all of that changed on one fateful day when, while escaping police, Marko hid on the beach of a nuclear test site. Coming into contact with that beach's irradiated sand, his body began a strange metamorphosis that changed him into an all-new silicon-based life form: the Sandman!

As a living mound of sand, Sandman can transform himself into any shape at any consistency – from rock-hard stone to a deadly, dusty sandstorm. With these abilities, Marko was no longer an average, run of the mill crook – he was a full-fledged super villain! And while conventional forces, like the police or the army, could no longer stop Marko, Spidey has always figured out ways to defeat him.

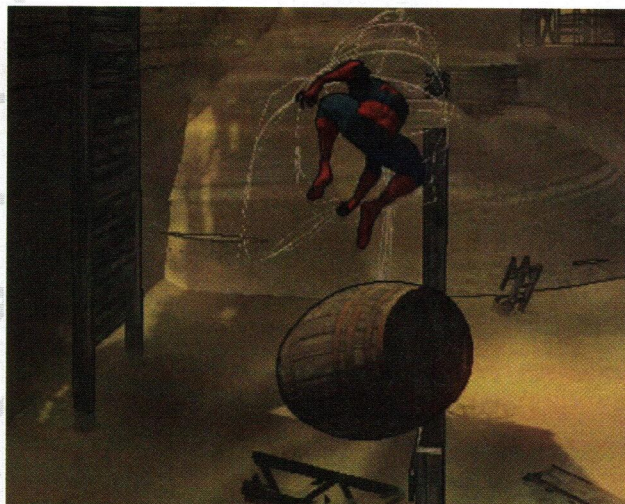
Over the years, Sandman has convinced himself that if he could just get rid of that pesky Spider-Man, nothing would stand in his way!



AREA MAP



FOLLOW THAT TORNADO!



Sandman blows through the starting area in the shape of a tornado, destroying all the useful platforms. However, Spider-Man doesn't need platforms when perch points are available. Web-zip across the tops of the poles in pursuit of Sandman. Don't touch the ground until you're safely across the first area, or Sandman tries to crush you in his massive fist. Do a quick recovery to get out.



The first **Hidden Spider** is on the side of the building to the left. Simply web-swing or web-zip over to the wall to collect it.



01 ZIP APPRENTICE

- ▶ **OBJECTIVE:** Web-zip on 3 moving objects.
- ▶ **SPIDER ESSENCE:** +1000

While Sandman's still in tornado form, barrels, crates, and other objects fly around in the starting area. Web-zip onto any three of them in quick succession to complete the first challenge.



03 SPIDER COLLECTOR

- ▶ **OBJECTIVE:** Find ALL of the Hidden Spiders.
- ▶ **SPIDER ESSENCE:** +5000

The Hidden Spider on the side of the building to the left of the starting point is but the first of eight you must collect to accomplish this challenge. The other seven are called out on the maps and in the walkthrough.



02 ZIP MASTER

- ▶ **OBJECTIVE:** Web-zip on 50 moving objects.
- ▶ **SPIDER ESSENCE:** +2000

If you can web-zip across three swirling objects, why not try 50? Simply stay near the starting point and web-zip from one flying object to another until you've completed this challenge as well. This is the easiest part of the level to attempt this challenge thanks to lack of enemies.

WET SAND IS HEAVY SAND

Once across the first sand pit, it's time to bring Sandman back down to earth. Move to the platforms on the right and hop onto the lowest. Web-pull the trough to dump gallons of water on Sandman. Now you must fight him!



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

BOSS SANDMAN

HP: 36,000
SPIKE BALL: 14,000
HAMMER: 12,000
SAND SPRAY: 1000/sec.
SAND PUNCH: 25,000
SAND GRAB: 27,500
SPIKES: 15,000

Dumping the water trough on Sandman provides a clue on how to beat him. Simply move around the outskirts of the area, grab barrels full of water, and kick them at Sandman. Alternatively, lead Sandman toward any of the water pipes with red valves in the area. Rip off the valve with the right timing to douse Sandman.

When Sandman is wet and moving sluggishly, web-strike him and follow up with a short combo.

He retaliates quickly, so dodge around to his open side and attack again. Sandman soon dries out and resumes his whirlwind form. Douse him with more water for a chance at another attack. Repeat your onslaught until Sandman thinks better of the fight and retreats.



04 THIRSTY?

- ▶ **OBJECTIVE:** Hit Sandman with 10 water barrels during the first encounter.
- ▶ **SPIDER ESSENCE:** +3000

Sandman can be defeated by getting him wet roughly five or six times. Therefore to complete this challenge it's recommended that you start the battle by throwing water barrels at him continuously until you've struck him with ten, thereby clearing this challenge. Once Thirsty? is completed, follow the strategy described above to defeat him.

PROGENY OF DUST

Collect the Spider Emblems scattered around the first area and enter the barn. A creature made of sand appears, but it's not Sandman. Like their creator, these enemies are invulnerable and indestructible until doused with water. Grab a water barrel and hurl it at the creature, or pull off a water valve when the creature is near a pipe. Once the creature is dark and slimy with water, it can be easily dispatched with a few combos. Defeat the first monster and three more appear. If you run out of water barrels and valves, you can also yank water barrels off the hanging conveyor line running through the back of the room. Exit through the back door of the room afterward.



05 HAVE A DRINK!

- ▶ **OBJECTIVE:** Throw 25 water barrels at enemies.
- ▶ **SPIDER ESSENCE:** +1500

This challenge begins the first time you grab a water barrel and successfully strike an enemy with it, excluding Sandman. Since sand creatures incur only minor damage from being turned to mud, you can complete this challenge right away by simply hurling barrels at enemies. However, the limited supply of barrels in each area means you may still be attempting to complete this challenge several areas from now. Therefore, it's a wise idea to track this challenge to keep up with how many times you've successfully struck enemies with barrels.

PRESSURE RELEASE CHALLENGES

When you start encountering sand creatures, open the Web of Destiny and start tracking two challenges: Have a Drink! and Pressure Release. This will help you gauge whether you're using too many barrels against sand creatures and not enough water valves.

06 PRESSURE RELEASE

- ▶ **OBJECTIVE:** Use 10 water valves to turn sand creatures into mud.
- ▶ **SPIDER ESSENCE:** +3000

This challenge begins the first time you successfully goad a sand creature into stepping into the momentary geyser created when a valve handle is ripped off a pipe. Since there are fewer water valves available to use against enemies per area, tracking this challenge is a wise idea. Tracking reminds you to use water valves against enemies and also displays how close you are to completing this challenge.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

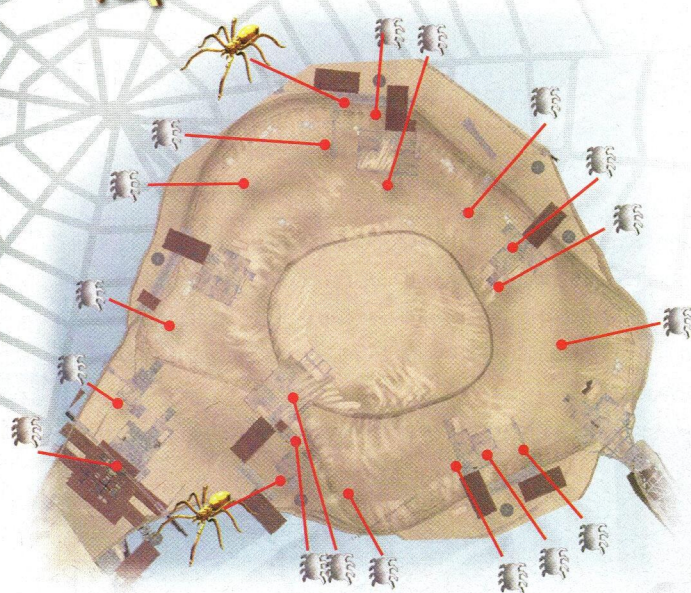
ULTIMATE

FINAL ACT





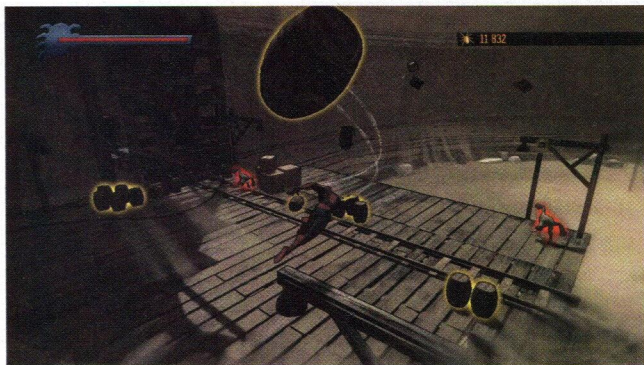
AREA MAP



CLOCKWISE AROUND THE WHIRLWIND

Sandman is doing his tornado thing again, this time in a much larger area. You must navigate clockwise all the way around the sand pit and tip over a water tower positioned right above the tornado's center.

Start by web-zipping to the next-closest platform to your left. Continue on to the next platform by web-zipping across moving objects swirling around the area. Defeat the sand creatures appearing on this platform. Perch up high and hurl water barrels at them from above. Then drop to the ground while they're wet and finish them off with strong combos before they dry out.



The next platform really is quite a ways off. Angle your camera toward it at all times and web-zip across moving objects as fast as possible to reach safety. Use water barrels to defeat a rather large set of sand creatures, again dousing your enemies from a high perch and then attacking them from above. When clear, climb up the walls and web-zip to reach an adjacent wall where a **Hidden Spider** crawls.



Web-zip across moving objects to another platform, then continue over to a boarded-up tunnel entrance. Continue web-zipping clockwise around the area until you reach a raised platform where yet another **Hidden Spider** meanders in plain view.



Continue web-zipping across perch points to the top platform. A Sand Golem appears. Keep it wet by hitting it with water barrels, hold Strong Attack to send it reeling, and follow up with a quick combo. Repeat this until it's defeated. Then web-pull the water tower to dump it on Sandman.



07

TORNADO CHASER

- OBJECTIVE: Stay airborne for 30 seconds, by web-zipping on objects hurled by Sandman's tornado.
- SPIDER ESSENCE: +3000

While web-zipping across moving objects in the first sandpit, extend your travels by web-zipping against the flow of the whirlwind. Keep web-zipping to the next moving object against the current until this challenge is cleared.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

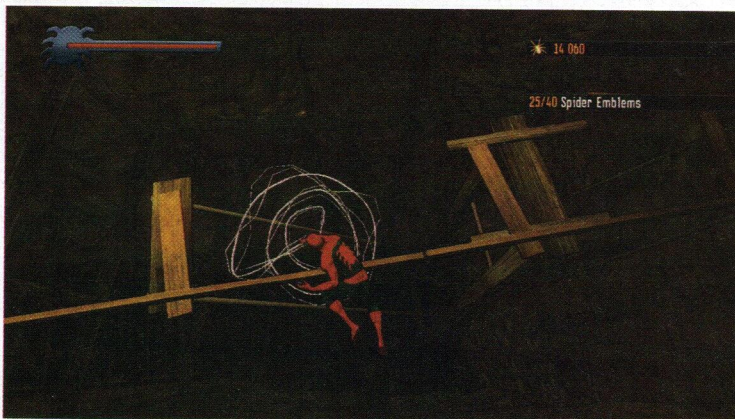
FINAL ACT

THE CAVED-IN TUNNEL



Follow Sandman into the mining tunnel. Time and sand have ravaged the path, so web-zip to farther perch points to continue. A **Hidden Spider** crawls on the cave wall to the left, just below the entrance. Web-zip down to the beam just below it in order to collect the spider.

Continue web-zipping until you reach a high platform loaded with water barrels. Sand creatures appear on the platform far below. Drop down to attack with water barrels and strong combos. Proceed through the doorway into the next room.

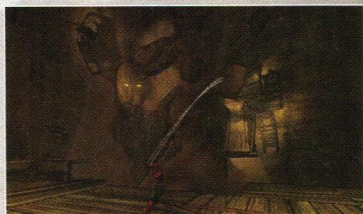


BOSS MINING TUNNEL SANDMAN

Several wagons full of water barrels drop onto the platform. The idea is to position Spider-Man so that when Sandman pounds his fist, his arm gets covered in water. Dodge out of the way to avoid damage, then attack his soaked arm until he starts using his other arm to pull it away. Repeat this strategy using the other water barrel wagons on the platform until Sandman changes strategy.



HP: 49,000
HAND SLAP: 32,000
HAND REPEL: 22,000
SAND BULLET: 7500
BLOW REPEL: 22,000



When his health is reduced to half or less, Sandman lets out a mighty roar and starts spitting sand balls at Spidey. Move to either the far right or far left ends of the platform where water barrels are dropping from overhead conveyors. Grab a barrel and kick it at Sandman's head. Avoid subsequent sand spit balls by moving to the other side of the room, then throwing another barrel at Spidey's sandy nemesis. Two or more water barrels in the face should force Sandman to collapse for a moment on the platform. Quickly rush up to his head and deliver two or more strong attack combos to the bridge of his nose before he dries off and rises again. Move to the other end of the platform, throw water barrels at him, and attack his head again. Use this process to defeat Sandman while staying focused and avoiding his attacks.



08 IN YOUR FACE!

- ▶ **OBJECTIVE:** Win the second encounter against Sandman.
 - ▶ **SPIDER ESSENCE:** +5000
- Defeat Sandman in the mining tunnel to complete this challenge.

EXIT THE MINE

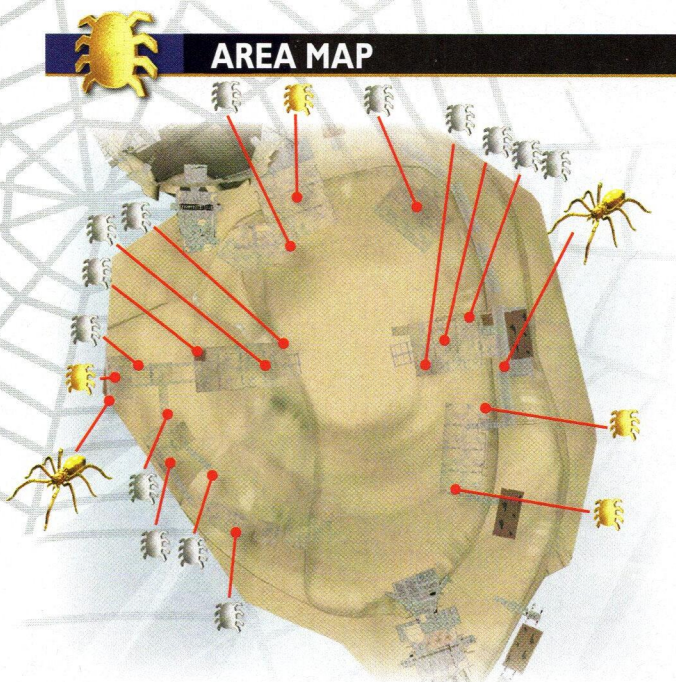
Before leaving the boss fight chamber in the tunnel, web-jump repeatedly to reach two high platforms. Three Spider Emblems lie on each platform, allowing you to recover health. Furthermore, a **Hidden Spider** crawls near the far right end of the platform. If you don't see it, you may have picked it up during the previous boss fight.



Web-swing to the other side of the cavern and enter the next room. Web-zip up to the middle platform and defeat a couple sand creatures to open the exit.

DOUBLE LEVEL TOWN AROUND THE TORNADO

Navigate another large sandpit to reach a platform with two water towers. Web-zip across moving objects toward the next platform. Defeat the sand creatures and then web-zip across moving objects to the next platform. Use water barrels, valves, and strong attack combos to defeat a pair of Sand Golems. Get both of them wet simultaneously and attack both at once. Use your Spider-Sense to determine if one is getting weaker and eliminate it first, making the remaining Golem easier to dispatch.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3


AMAZING

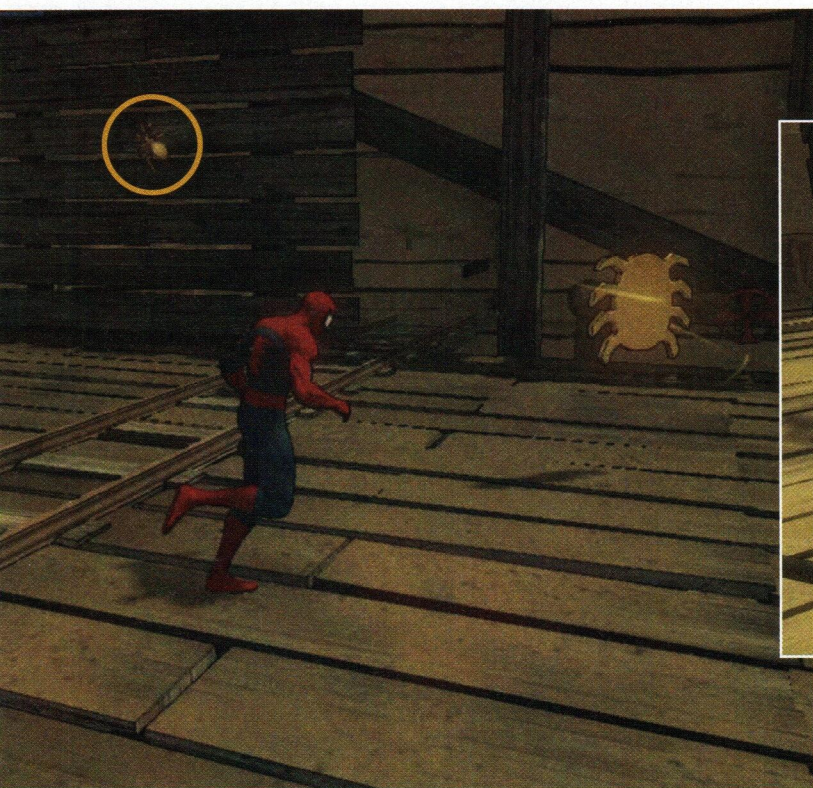
NOIR


2099

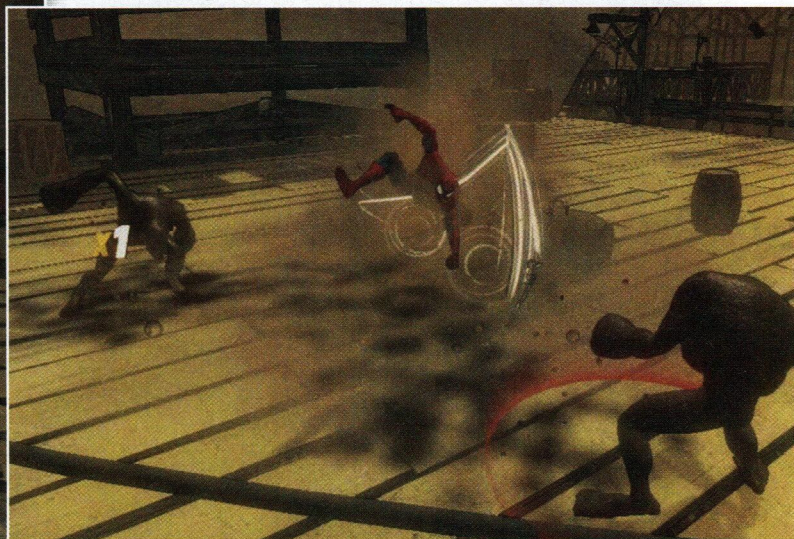
ULTIMATE

FINAL ACT

 Web-zip across moving objects past the tunnel entrance. Land on the platforms on the raised ridge. Web-zip over to the next platform with two train tracks. Follow the closest tracks to the side of the sandpit, where you'll find a **Hidden Spider** crawling on the wall.



 At the base of the second water tower you'll face the largest group of sand creatures yet. Douse them from high perches, then jump down and assault the group with strong attack combos. When clear, turn to face the back wall of the sandpit and look to your right. A **Hidden Spider** crawls on a wall off the side of the second water tower platform. Jump toward the wall to collect the spider, then perform an emergency recovery as you fall to get back on the platform.



Web-pull the second water tower to dump it on Sandman. He drills through the entrance to the next tunnel. Follow him inside.

Zip up to the highest platform and take on a Sand Golem and several sand creatures. When clear, tip the water tower into the tornado in the center of the area.

09 EMBLEM COLLECTOR

- ▶ OBJECTIVE: Collect 40 Spider Emblems.
- ▶ SPIDER ESSENCE: +2500

If you been collecting emblems diligently since the start of the level, you should clear this challenge before tipping over the two water towers.

10 SAND BLASTER

- ▶ OBJECTIVE: Defeat 25 Sand Creatures.
- ▶ SPIDER ESSENCE: +7500

By defeating every enemy since the beginning of the level, you should clear this challenge just before tipping over the second water tower in the second sand pit.

TIP THE TWO TOWERS

Spider-Man is blown onto a high platform near the entrance. Move to the edge and jump into the vortex. Web-zip across the moving objects until you reach the wall running along the upper edge of the sandpit. Wall-crawl over to the next platform, and then web-zip down to the surface.

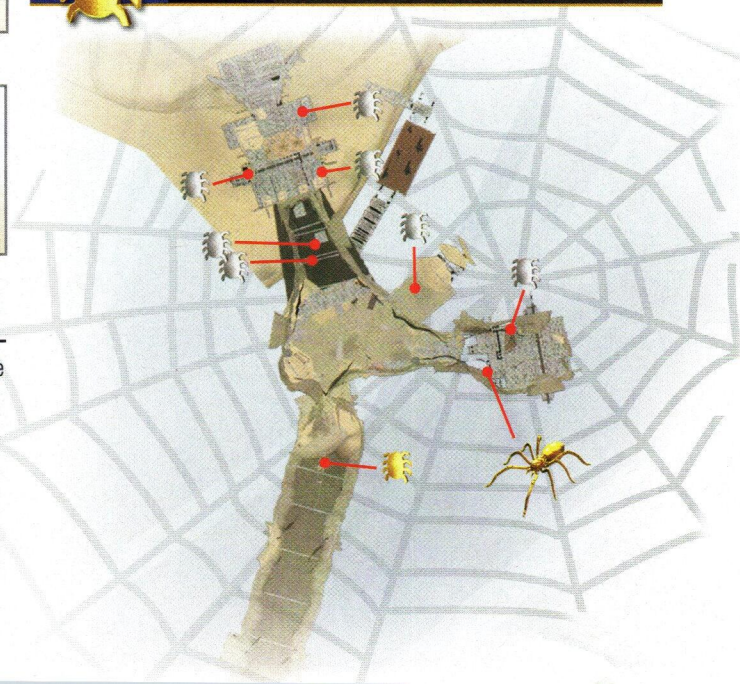
11 WATERFALL

- ▶ OBJECTIVE: Tip 3 water towers on Sandman.
- ▶ SPIDER ESSENCE: +3000

Dumping the third water tower on Sandman in the second giant sandpit completes this challenge.



AREA MAP



COMMANDEER A ROCK DRILL



Proceed toward the back of the room until two sand creatures emerge from the blocked exit. Defeat them with water and strong attacks to unblock the next passageway. Web-zip across the chasm to reach the rock drill. Spider-Man notices a miner down the passage to the left, surrounded by sand creatures. Quickly race over to him, but don't rescue him just yet. Notice also the eighth **Hidden Spider** crawling on the vertical down the shaft between you and the miner in danger. Drop into the shaft to collect the spider, then execute a recovery to fly back out.

Approach the miner and sand creatures will burst from the ground. Dowse them with water and destroy them. Then grab the miner and web-swing back to the giant rock drill. Step into the glowing ring to set the miner down. He hops into the drill and gets ready to bore through the nearby wall for Spider-Man. Meanwhile you must protect the drill from Sand Golems. The key is to defeat both Sand Golems as quickly as possible, using water barrels, valves, and strong attack combos. As soon as the monsters are eliminated, the drill breaks through the stone wall and the worker throws it into reverse so Spider-Man can continue to pursue Sandman.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

12 WELL-DRILLED

- ▶ **OBJECTIVE:** Successfully PROTECT the drill inside the mine.
- ▶ **SPIDER ESSENCE:** +3000

This challenge is automatically completed following the rock drill event, which must be executed successfully to continue.

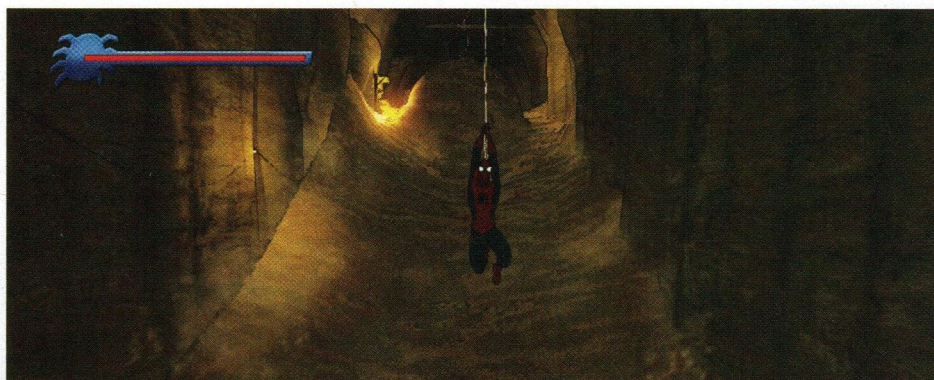
13 HARD ROCK

- ▶ **OBJECTIVE:** Defeat 5 Sand Golems.
- ▶ **SPIDER ESSENCE:** +2500

By defeating at least one of the Sand Golems attacking the rock drill and every other Sand Golem encountered thus far, you'll complete this mission while protecting the drill.

STAY AHEAD OF THE RISING SAND

Approach the ledge and web-zip onto the destroyed train tracks. Run to the end and then start web-swinging through the tunnel. Sandman rises behind you, flooding the passage. Do not try to boost your speed or web-jump at the end of your swings; just swing smoothly and repeatedly out of the cavern.



14 SAND SLIDE!

- ▶ **OBJECTIVE:** ESCAPE from Sandman's Sand Slide in the mine!
- ▶ **SPIDER ESSENCE:** +2500

Complete this challenge by escaping from the sand-flooded tunnel without being consumed by Sandman, as required by the game.





AREA MAP

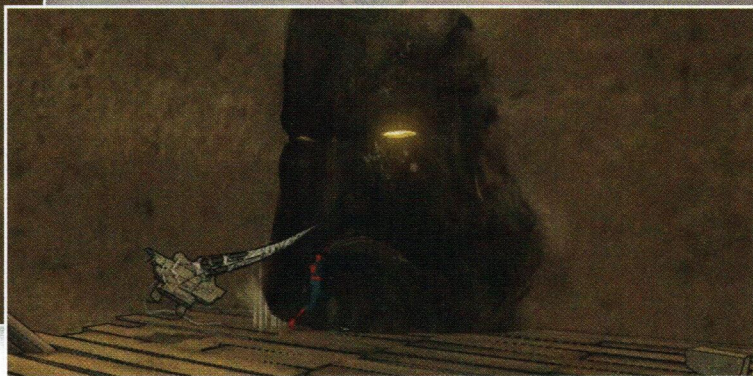
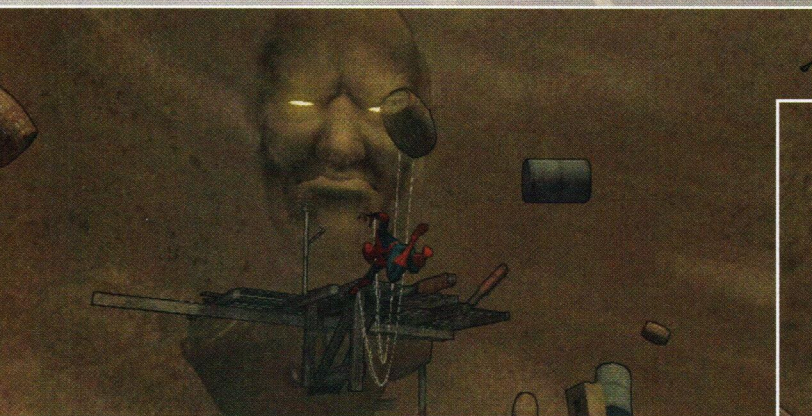


BOSS SANDSTORM SANDMAN

Web-zip from one moving object to the next, and avoid remaining stationary on any platform too long; this will help you avoid Sandman's sand spit attacks. While web-zipping between objects, press the Grab button to seize flying water barrels and fling them at Sandman's face. When the revealed face is wet and dark, quickly web-zip over to the platform and perform a strong attack combo against the face. When the face vanishes into the storm, web-zip back into the swirl of moving objects. Sandman's face appears at another platform, providing another chance for attack.

When Sandman's health is reduced to almost half, his face begins shifting from one location to the next. You must web-zip across objects swiftly until within range of the face, then grab and throw barrels at it repeatedly until it's doused and vulnerable. Even when wet, Sandman's face will not stick around long waiting for you to punch it, so hurry! Also, the face you strike reappears quickly along with three others, so jump off your platform quickly before Sandman chews you up and spits you out. Keep splashing Sandman's faces with cold water and punching them out to win the battle.

HP: 50,000
SAND BULLET: 7000
BIG BULLET: 35,000
SWALLOW: 15,000
HAND PUNCH: 10,000



15 LOST AND FOUND

▶ **OBJECTIVE:** In the final fight, FIND and GRAB Juggernaut's helmet inside Sandman's tornado.

▶ **SPIDER ESSENCE:** +1500

This challenge, only available during the final battle against Sandman, requires a bit of luck. You may have to play this level several times to complete it. The key is to web-zip over objects continuously until you've achieved some altitude, then start grabbing and throwing things at Sandman's face. Repeat this as quickly as possible until you grab Juggernaut's helmet, which is just one random object swirling in the storm.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

RANKING: LEVEL 5

LEVEL 5 RANKING CRITERIA

MEDAL	COMBO RATING	EMBLEMS COLLECTION	CLEAR TIME
	19,000+	50+	00:25:00 or less
	15,000 - 18,999	40 - 49	00:40:00 - 00:24:59
	13,000 - 14,999	20 - 39	00:50:00 - 00:39:59
	0 - 12,999	0 - 19	00:50:01+

BONUS GALLERY UNLOCKS:

EASY MODE	NORMAL	
CHARACTER BIOS	DIMENSION	CONCEPT ART
Sandman	Amazing	Sandman 1-9

HARD	
SANDMAN	SAND CREATURE

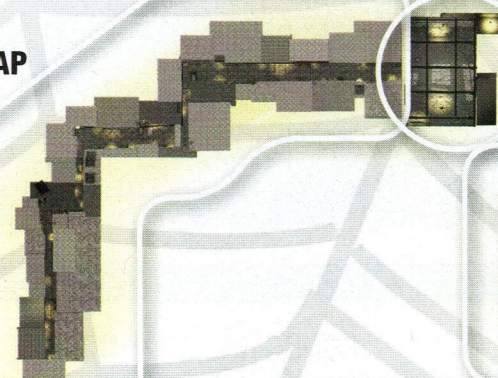




LEVEL 6:

VULTURE

STAGE MAP



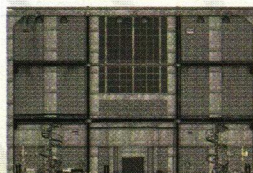
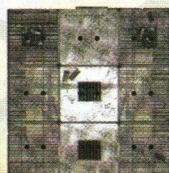
PAGE 138

PAGE 141

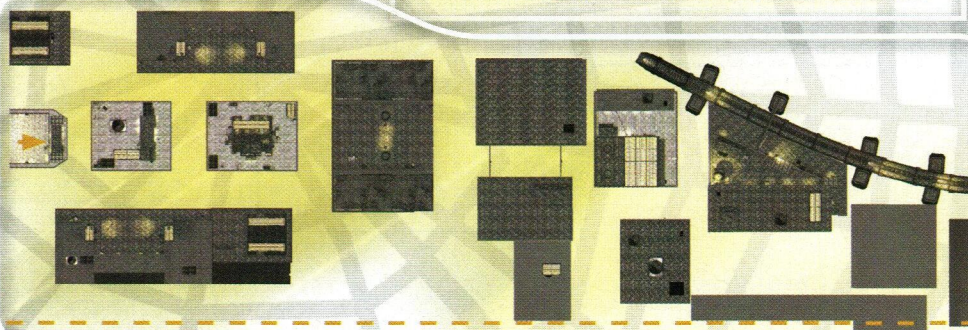
PAGE 142



PAGE 143



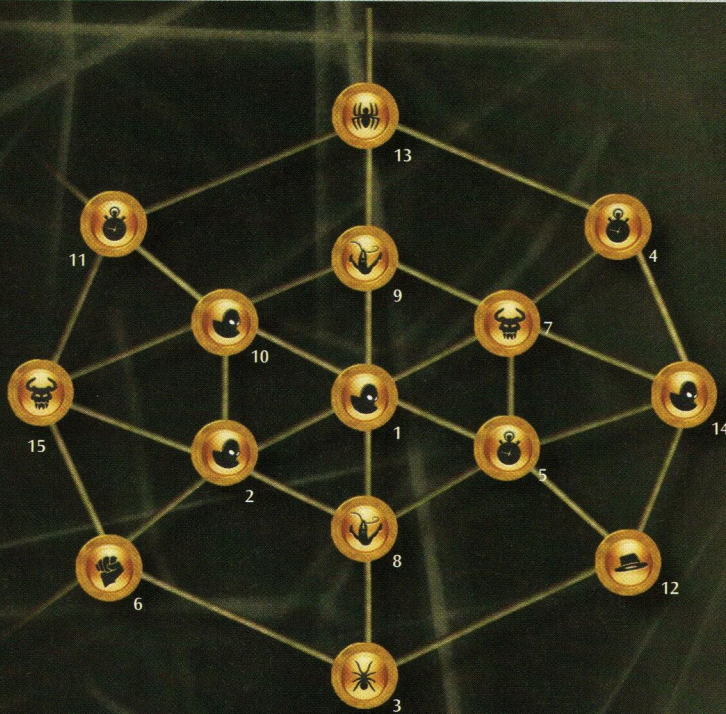
PAGE 145



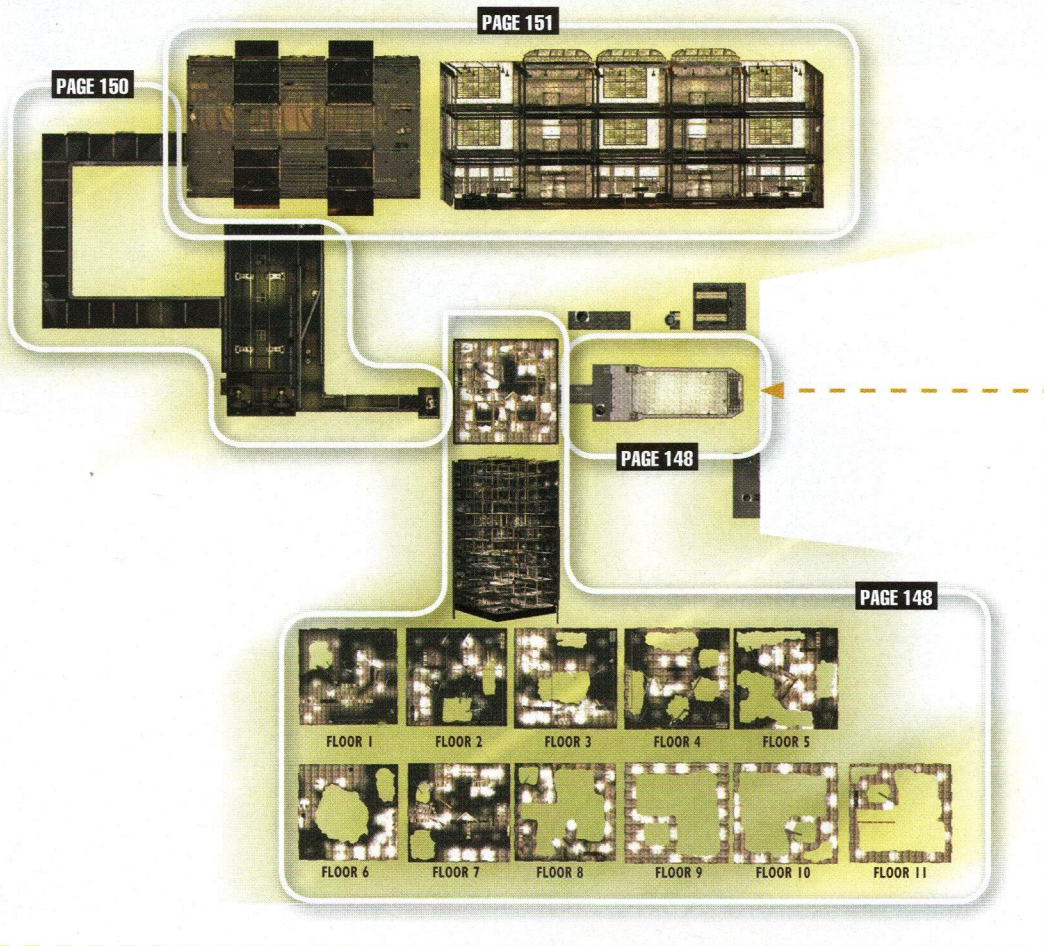
ENEMIES ENCOUNTERED



WEB OF DESTINY



- 1 UNCERTAIN GROUNDS
- 2 STEALTHIER
- 3 SPIDER COLLECTOR
- 4 BOTTLENECK
- 5 LIKE A SHADOW
- 6 PUNCHY!
- 7 CLOAK AND DAGGER
- 8 MISSED THE TRAIN
- 9 SILENT SWING
- 10 HOLD STILL!
- 11 DARING RESCUE
- 12 FIREFIGHTER
- 13 EMBLEM COLLECTOR
- 14 NINJA SPIDER
- 15 ON FIRE!



GANGSTER	LIGHT HUMAN	5000
Gangster (Ranged)	Light Human (Ranged)	9000
Gangster Captain	Medium Humans (Captains)	12,000
Heavy Gangster	Heavy Humans	25,000

YOU ARE WHAT YOU EAT

Spider-Man Noir is pursuing his arch-nemesis Vulture, the fiend who killed his Uncle Ben. Vulture leads Spidey through a rough part of the city controlled by Osborn's gang.

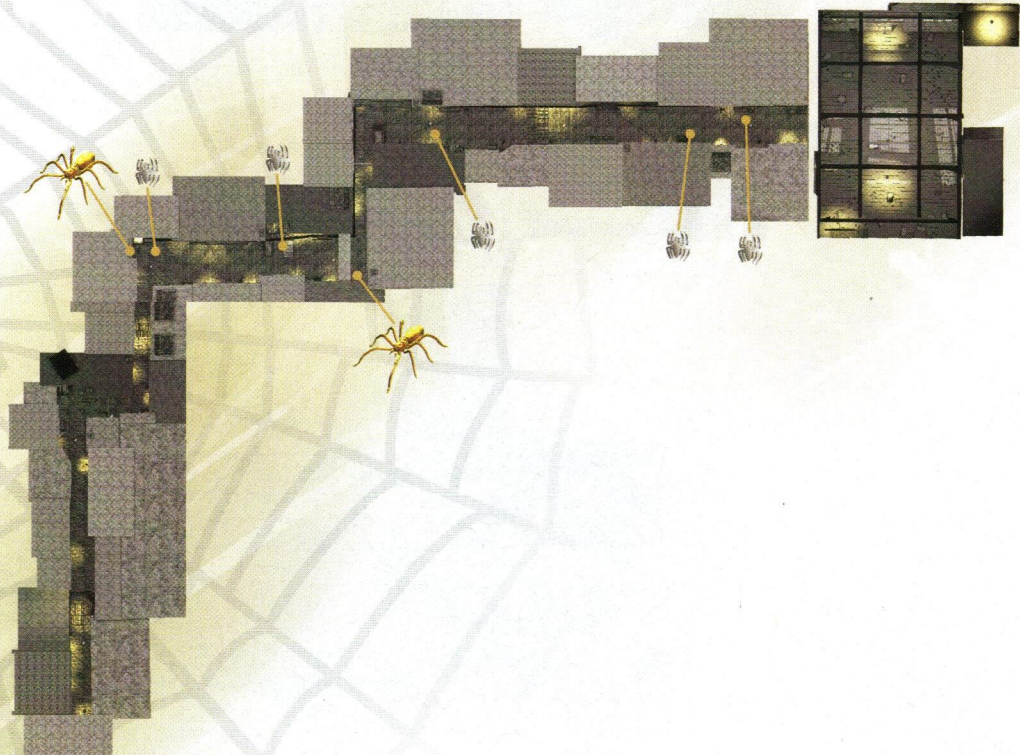


WARNING! CHECK OUT THE FIRST CHALLENGE

The first challenge of the Vulture level requires you to take down the first five enemies without touching the ground. If you do not complete this initial challenge or fail by touching the ground, then you'll have trouble tracking other challenges during this mission.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

VULTURE

REAL NAME: Adrian Toomes

IDENTITY: Public

CITIZENSHIP: U.S.A. with a criminal record

PLACE OF BIRTH: Unknown

EDUCATION: No formal schooling

FIRST APPEARANCE: *Spider-Man Noir* #1 (2008)

More than anyone other than possibly the Goblin himself, Adrian Toomes tops the list of the Spider-Man's most hated adversaries. While Osborn may have ordered that Ben Parker be silenced in the most lethal of ways, it was this man who proceeded to eat Peter's uncle alive. Though Peter believed Toomes had committed suicide, this cannibalistic lowlife and his employer have mysteriously resurfaced in recent months.

Before the Goblin's gang recruited Toomes, he was the second-biggest geek in the carnival freak-show circuit. "The Vulture" performed twice a day, biting the heads off of live chickens. Caged like an animal, and treated worse, Toomes grew to hate the humans who paid their two bits for the privilege of pointing and laughing at him. After he was freed from that life, the Vulture developed a new appreciation for people... He found that they tasted much better than chicken.

STICK TO THE WALLS

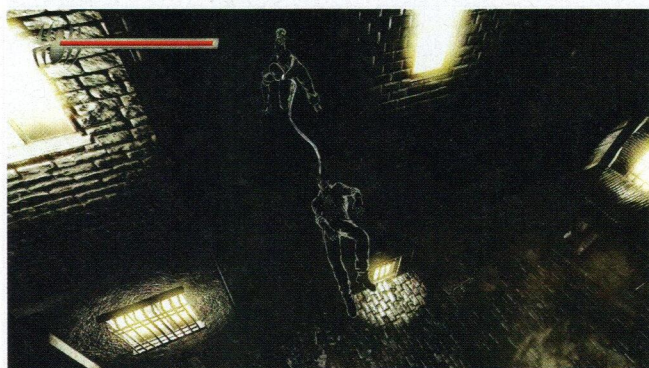
Due to the close quarters of the alleyways, the ground and many perch points are bathed in light. In order to takedown the gangsters in the first area, the wisest approach is to crawl on the walls.

From the starting perch, move left along the beam and jump toward the wall. Crawl along the wall toward the gangster on the connecting platform directly ahead. Stop outside the circle of light created by the overhead lamp. Angle Spider-Man downward, pointing toward the gangster, and grab him for a takedown.

Continue crawling on the wall above the lamplight. Crawl down the wall toward the street, stopping about halfway down. When the gangster patrolling the ground moves into the shadows, web him to the wall for a takedown.



WALL-CRAWL FROM TAKEDOWN TO TAKEDOWN



Web-clip twice down the alleyway to the next corner. Jump back onto the wall and crawl around the next corner. Continue crawling along the dark strip between the second floor and third floor windows, then down into a wide dark spot. Point Spider-Man toward the gangster on the connecting platform directly ahead, and wait for the gangster patrolling the ground to turn away. Then web the raised gangster to the wall.

Next time the gangster on the ground isn't looking, web-clip over to the dark end of the connecting platform. Jump onto the wall and crawl above the window, then point down. Wait for the gangster to pass underneath, and grab him as soon as the Grab button icon pops onscreen.

Web-clip over to the electric lines at the next corner, which run above the next portion of the alley. Two guards patrol below you: one paces back and forth while the other man is stationary except for intermittent turns. Creep slowly down the electric line until you're almost above the stationary man. When both gangsters turn away, snatch the unmoving man off the ground with your webbing.



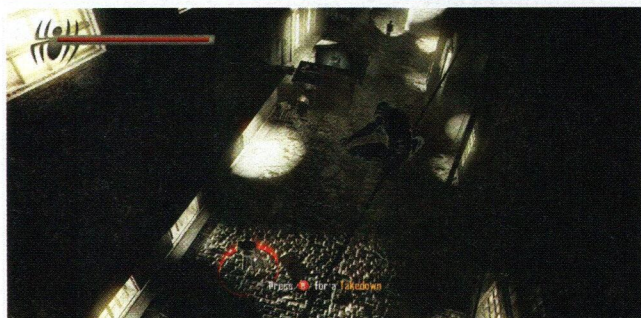
01

UNCERTAIN GROUNDS

- ▶ **OBJECTIVE:** Perform 5 consecutive takedowns without touching the ground in the first area.
- ▶ **SPIDER ESSENCE:** +5000

By following the wall-crawling takedown strategies described in the walkthrough for the first five enemies encountered, you should clear this challenge. Breathe a sigh of relief, since you can finally touch the ground if needed!

TIE TWO TO THE POWER LINES



Move a little farther up the electric lines until you're just behind the patrolling gangster, and then snap him up in to a web cocoon. Continue walking carefully down the power lines until positioned over the last guard near the end and cocoon him as well.



Return to the previous corner of the alley. Use Spider-Sense to help locate a **Hidden Spider** crawling under the second floor balcony.

02

STEALTHIER

- ▶ **OBJECTIVE:** Takedown 7 guards in a row without raising the alarm.
- ▶ **SPIDER ESSENCE:** +7500

By following the above instructions and making your movements carefully and slowly, there's no reason you can't take down the first seven guards in a row without causing an alert. If you fail this time, try again in your next play through; this is the best location to attempt completion of this challenge.

03

SPIDER COLLECTOR

- ▶ **OBJECTIVE:** Find ALL of the Hidden Spiders.
- ▶ **SPIDER ESSENCE:** +5000

The Hidden Spider crawling on the underside of the balcony at the last corner of the first alleyway is but the first of eight to be found in this level. The other seven are marked on the maps and mentioned in the walkthrough.

ANOTHER ALLEY FULL OF THUGS

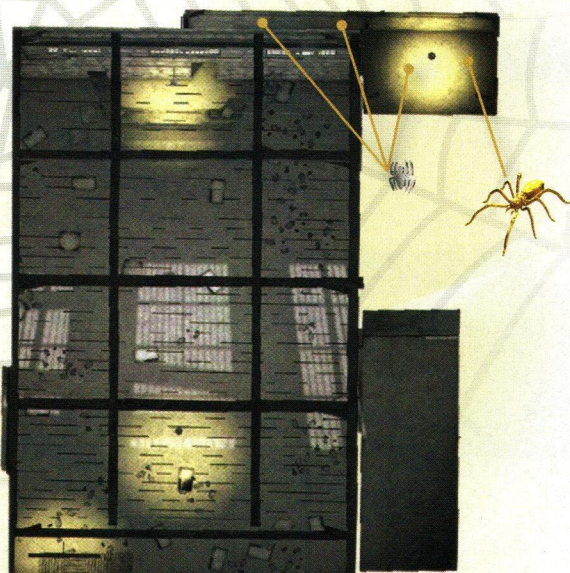


Drop to the ground and head through the archway at the end of the alley. Stop just inside and turn to your right. Another **Hidden Spider** is crawling on the wall above the archway to the left.

The Vulture is perched halfway down the alley. Web-clip to his location to chase him away and then web-clip onto the low roof at the next corner. As in the previous alley segment, the gangsters patrolling the streets can all be taken down from the power lines running above the street. However, moving spotlights shine on the wires in certain locations. Luckily the wall to the right remains almost completely dark, so jump from one dark spot to the next and take down the men in your way.



AREA MAP



SPEAK EASY BRAWL



Vulture's men wait in ambush inside of the bar. Use strong attack combos until their numbers thin out, then finish off the remainders. Hurl objects whenever possible for one-hit takedowns. The Captains toss grenades, so be mindful of them and dodge roll away from them to avoid incurring damage. Take out the Gangster Captains first with aerial attacks, since they are the most aggressive. Avoid the big, heavy guy for as long as possible, then finish him off last.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT





While dealing with the Heavy Gangster, jump behind the bar and smash the shelves back there. In a small hidden corridor behind the bar you'll find several Spider Emblems and a **Hidden Spider**.



04

BOTTLENECK

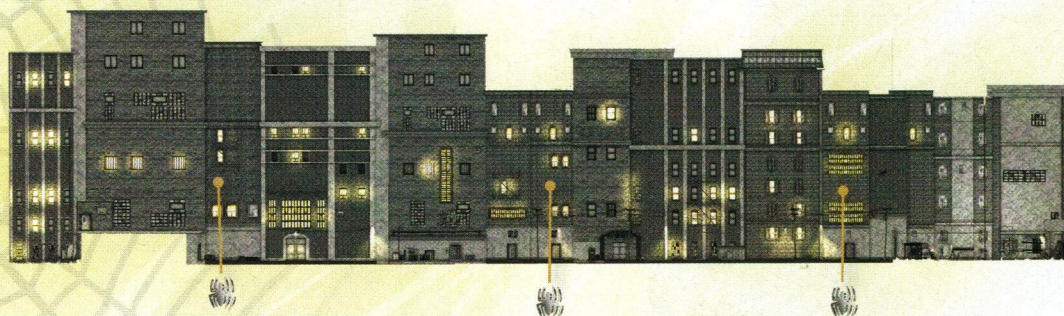
A second wave of enemies bursts into the room. Take out the lighter ones quickly by throwing chairs or hitting them with fast attack combos. When targeting a Captain, hold the Strong Attack button to knock them off their feet, then follow up with an aerial attack. Move away from grenades or dodge them with evasive rolls.

- **OBJECTIVE:** Survive the bar fight and get out within 2 minutes.
- **SPIDER ESSENCE:** +3000

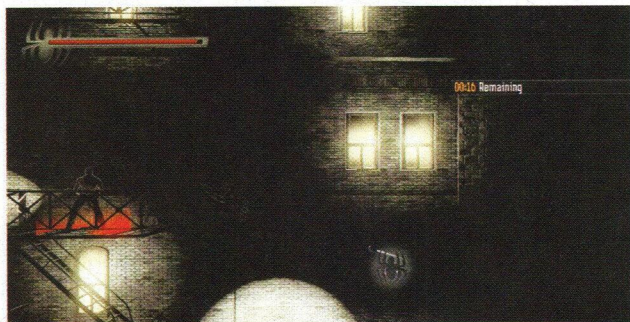
By utilizing the tactics described in the walkthrough you should be able to eliminate the ambushers in the bar within 2 minutes. Track this challenge as you fight just to be sure.



AREA MAP



WALL-CRAWL THROUGH



After Spider-Man exits the Speak Easy, the game switches to a side view of one wall while he crawls through an area. Crawl through the dark spots to avoid being detected. Take down gangsters on fire escapes from behind, then pass through. Grab the Spider Emblems on your way across while avoiding moving spotlights; get to the other side of the area to continue.



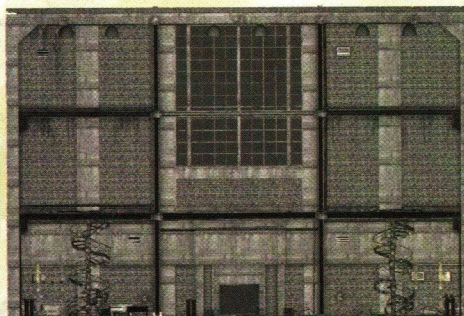
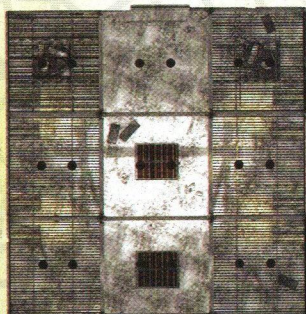
05 LIKE A SHADOW

- ▶ **OBJECTIVE:** Get through the 2D crawling section in 45 seconds or less.
- ▶ **SPIDER ESSENCE:** +4000

To complete this challenge, ignore what is suggested in the walkthrough; ignore all common survival sense, for that matter. To complete this challenge you have only 45 seconds to get through the entire 2D crawling part. This leaves absolutely no time to worry about taking down the balcony guards in your path, nor do you have time to avoid spotlights and bright areas. Regardless of whether you're detected and shot at, just crawl straight through without moving up or down, and without concern for stealth.

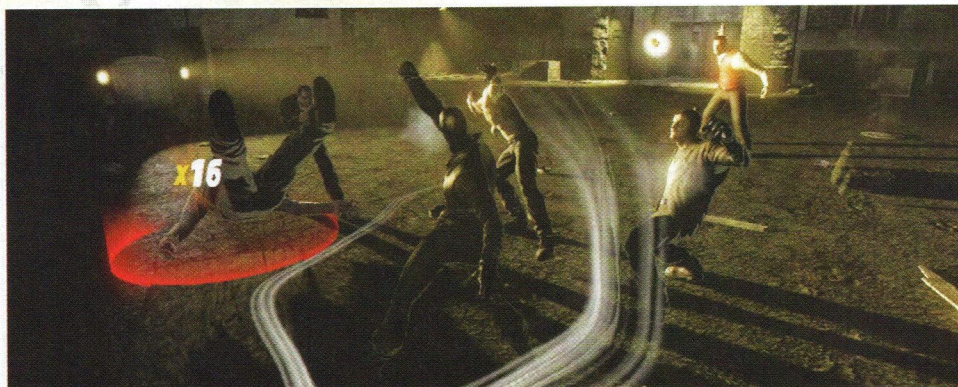


AREA MAP



WARM UP YOUR KNUCKLES

Spider-Man zips away from the mandatory wall-crawl area into a parking lot filled with Vulture's bodyguards. Eliminate them all to get your first crack at Vulture. Remember to keep an eye out for grenades and roll away from them to avoid their blast damage. Two more groups flood the courtyard as the numbers dwindle.



06 PUNCHY!

- ▶ **OBJECTIVE:** Hit 5 enemies with charge attacks.
- ▶ **SPIDER ESSENCE:** +4000

Thanks to the large numbers of enemies and reinforcements guarding the parking lot outside Vulture's lair, this is the best opportunity to practice using Spider-Man Noir's Charge Attack upgrade (available when 20 Challenges are complete and costing 7000 Spider Essence). If you've been quite diligent at completing challenges, you may also be able to purchase the Noir Quick Charge upgrade (available when 60 Challenges are complete and costing 16,000 Spider Essence) which helps significantly in completing this challenge. Use evasive measures to roll to the outside of the main group of foes, charge an attack, and then let your target foe have it. The target doesn't have to be defeated; the charge attack just needs to land successfully. So feel free to hit the Captains with as many charge attacks as you like to complete this challenge.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



BOSS VULTURE

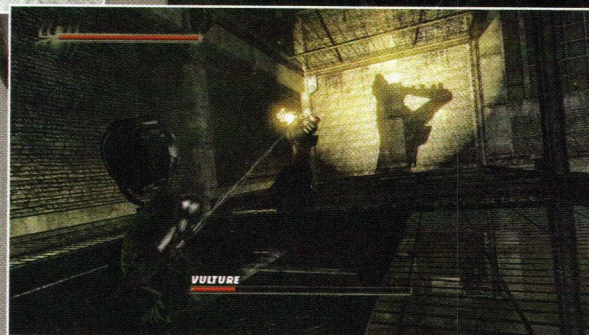
Vulture easily dodges any attacks you attempt from his front side. Therefore, web-strike him to try and catch him off-guard. If the attack lands successfully then follow up with another combo before evading his counterstrike; however, if your Spider-Sense tingles during the Web-Strike, press the Jump button to evade Vulture's counter. This puts you directly behind him. Quickly hit him with a few blows from behind before he sails off. Repeat this until his health drops to about 75%. Recover from damage by smashing the crates on the ground floor. You can also kick boxes at him to inflict minor damage.



When his health is reduced by a quarter, Vulture flies up to the rafters. Quickly web-clip to the same level, run behind the nearest spotlight, and press the Grab button to shine it in his face. Spider-Man automatically follows up with a Web-Strike, head grab, and torso flip that inflict severe damage.

Vulture then drops to the ground for another brawl. However, he soon leaps up to the rafters to hurl knives. Web-clip to his position to zip kick him back down to the ground, then try to follow up with another Web-Strike.

Whenever he starts zipping around in the rafters, try to goad Vulture into landing in front of the spotlight so that you can blind him and flip him into the wall again. Repeat all strategies outlined depending on Vulture's position and circumstance to bring down the man-eating bird man.



HP: 40,000
KNIVES: 13,500
LUNGE ATTACK: 30,000
WRATHFUL ATTACK: 25,000

07 CLOAK AND DAGGER

- ▶ OBJECTIVE: Win the first fight against Vulture.
- ▶ SPIDER ESSENCE: +1500

Accomplished automatically for defeating Vulture in the first direct encounter.

08 MISSED THE TRAIN

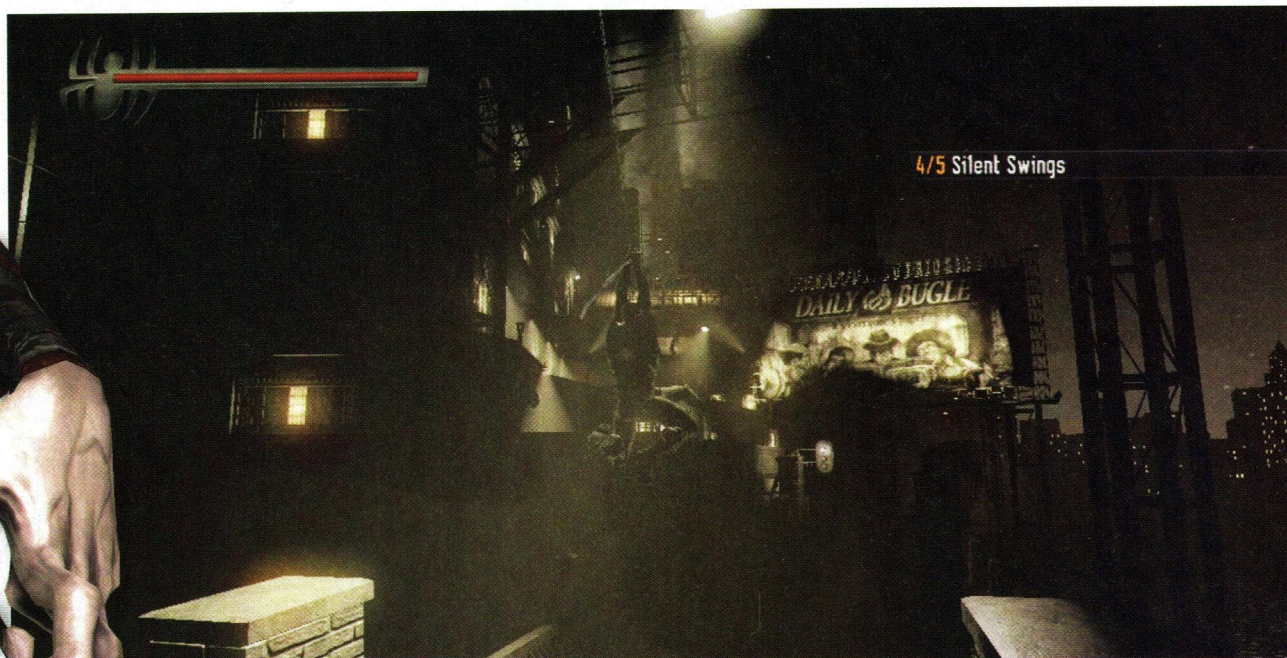
- ▶ OBJECTIVE: Beat the train.
- ▶ SPIDER ESSENCE: +1000

Following the first Vulture battle, the villain leaves Spider-Man on the tracks in front of an oncoming train. Web-swing down the tracks repeatedly until a perch point icon appears among the buildings on a platform to the left. Web-zip over there to get out of harm's way to complete this challenge.

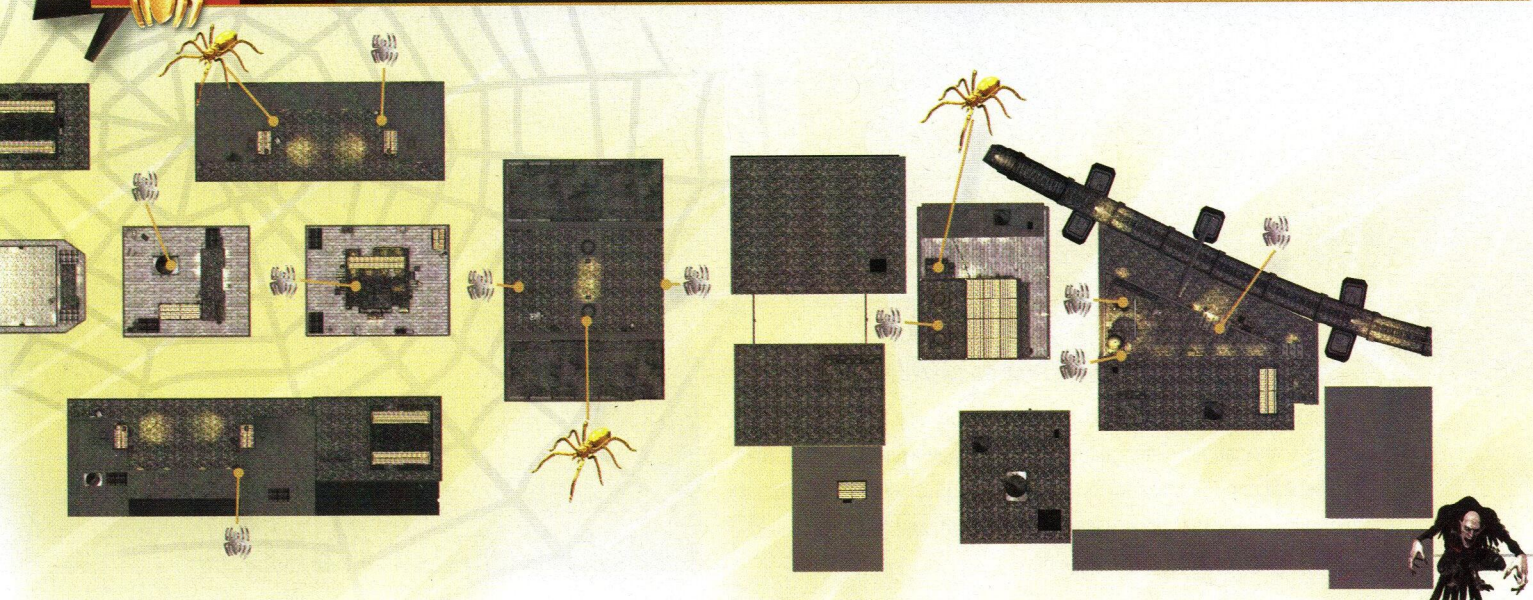
09 SILENT SWING

- ▶ OBJECTIVE: Swing 5 times in a row without touching the ground and without being spotted.
- ▶ SPIDER ESSENCE: +1000

While swinging away from the train, swing forward five times in a row without touching the ground to complete this challenge.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

FIND VULTURE



After defeating Vulture for the first time and escaping the train on the tracks, collect Spider Emblems in the area and web-zip up to the top of the Puritan Hotel. A **Hidden Spider** crawls on an air conditioning unit in the niche off the right side of the building.

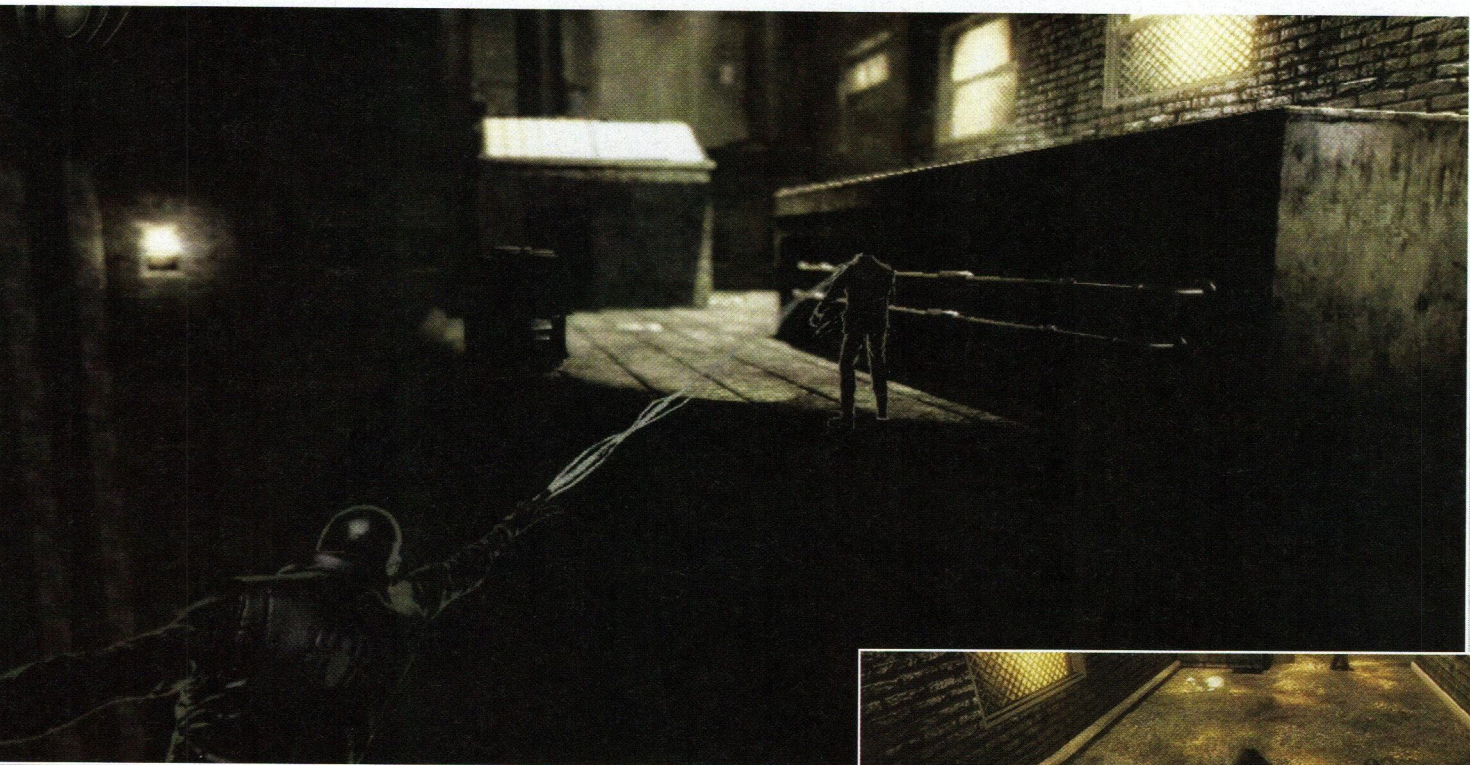


Climb back to the top of the hotel and move between the two tall chimneys. Web-swing through the gap directly ahead between the two buildings and land on the rooftop directly ahead. Vulture is perched on the left; approach him and he reveals that his men hold five civilians hostage before he takes off. Afterward, move to the edge, turn around, and look up high on the smokestack to the right to spot another **Hidden Spider**. Double-jump to wall-crawl on the smokestack to reach it.



RESCUE THE CIVILIANS FROM THE ROOFTOPS

Activate your Spider-Sense frequently to help locate prisoners and guards all around the rooftops. Web-zip to the top of the small building, which marks the staircase. Keep in mind that you must bring all civilians back to the staircase to rescue them. Therefore, the best strategy to avoid alarms is to clear the central rooftop first. Move to the side of the building and web-zip over to the dark edge of the nearby building. Face the central building again, wait for the patrolling guard to move more than halfway toward the staircase, and web-zip back to the dark area behind him for a takedown.



Run all the way around the building to the far side. Use Spider-Sense to tell when the other patrolling guard is moving away from the center, then run in behind him for a takedown. Then simply jump onto the back of the central raised area, takedown the stationary guard, and grab the civilian. Jump over to the staircase to rescue him.





10

HOLD STILL!

- **OBJECTIVE:** Silently slam 5 guards against a wall while standing on the ground.
- **SPIDER ESSENCE:** +2500

The rooftops where the hostages are being held are the best locations to attempt to complete this challenge. A wall takedown is accomplished by moving Spider-Man very near a wall behind an enemy for a takedown—without wall-crawling. With proper technique (and some luck) Spider-Man will snatch the criminal off their feet and web them against the wall. Repeat this against at least five of the many enemies on the rooftops. The stationary guards provide the easiest targets for this assignment.

**ROOFTOP CIVILIAN #2**

From the staircase, turn to the right and web-zip over to the next closest building. Note the moving spotlight on the ground; wait for it to move away to the left if necessary, and also wait for the patrolling guard to move away, then run through the dark area to the back wall. Move as close to the wall as possible and takedown the closest stationary guard. Then wall-crawl through the dark parts of the back wall until you're above and behind the other stationary guard, and stick him to the wall. Continue crawling up to the high corner of the back wall to find a **Hidden Spider**.



Wait for the patrolling guard to turn away, then drop to the ground behind him for a takedown. Grab the civilian and web-swing over to the staircase to rescue him.

ROOFTOP CIVILIAN #3

Move to the back of the central building. Web-zip over to the farther central building, then zip again over to the area on the far left. Web-zip up to the wire running over the area. The entire line is immersed in the dark, enabling you to takedown all three guards from above. Take down the two patrolling in the dark before the gangster patrolling the central lighted area. Then grab the woman hostage and quickly carry her over to the staircase on the first building for rescue.

**FINAL ROOFTOP CIVILIAN**

We've saved the hardest for last. Web-zip over to the second central building, then web-zip up to the top of the central water tower. Carefully dislodge Spider-Man from his perch and move out to the very edges of the water tower. From the edge you can takedown the two men patrolling the dark corner of the building quite easily.

**WALKTHROUGH**

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



Unfortunately the other two men can't be taken down from the water tower. They also remain perpetually within the ring of a moving spotlight. When the spotlight is moving away from the back edge of the building, drop into the shadows on the ground. Quickly move in behind one of the guards for a takedown, then web-zip back up to the water tower. Wait for the spotlight to move across the roof, and do the same to remaining guard. Then grab the civilian and take him over to the staircase for rescue.

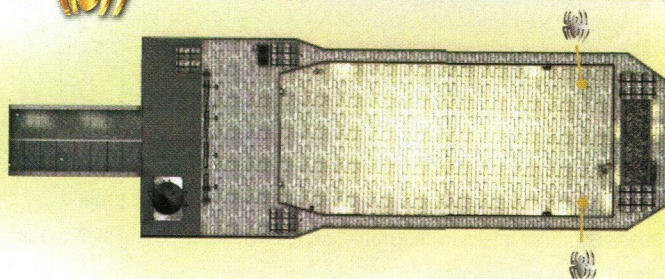
11 DARING RESCUE

- ▶ **OBJECTIVE:** Rescue all the civilians on the rooftops in under 5 minutes.
- ▶ **SPIDER ESSENCE:** +3000

To complete this challenge you don't have time for stealth or takedowns. Eliminate the guards on the central building near the staircase and rescue the first hostage as described in the walkthrough. Then quickly rush the remaining hostages, grab them, and web-swing them back to the staircase as fast as possible. Don't worry about taking down guards or triggering alarms; simply get them all to the staircase as fast as possible. One note: if you're attempting this on Hard Mode, you will need to take down at least one of the surrounding guards for most of the rescues to be successful. Spider-Man can't stand up to a barrage of bullets in this mode.



AREA MAP



BOXING GLOVES: ON!

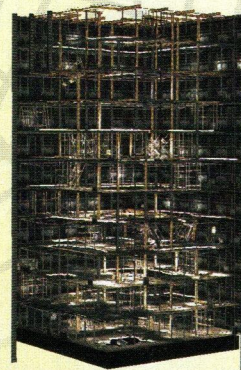
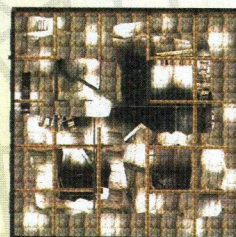
Vulture leads Spider-Man into yet another ambush. Use the numerous crates on the rooftop wisely, either by hurling them at light humans for one-hit takedowns or by smashing them to replenish lost life. Knock Captains into the air and following up with an aerial combo. Avoid grenade blasts and take down all the enemies.



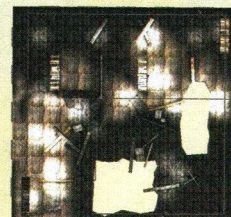
Two Heavy Gangsters drop onto the roof. Hurl your remaining crates at one of them to weaken him up, then move in to finish him off with a strong attack combo and a finishing grab. Then the other giant won't be nearly as hard to deal with.



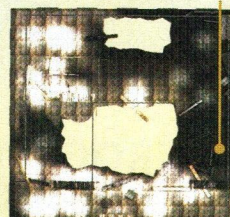
AREA MAP



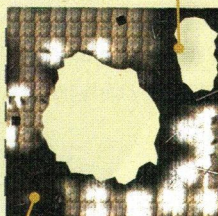
FLOOR 1



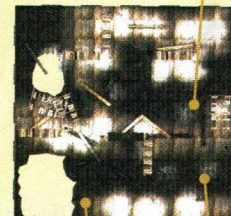
FLOOR 2



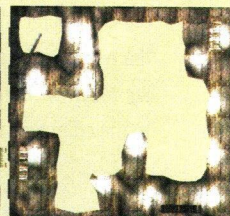
FLOOR 3



FLOOR 6



FLOOR 7



FLOOR 8

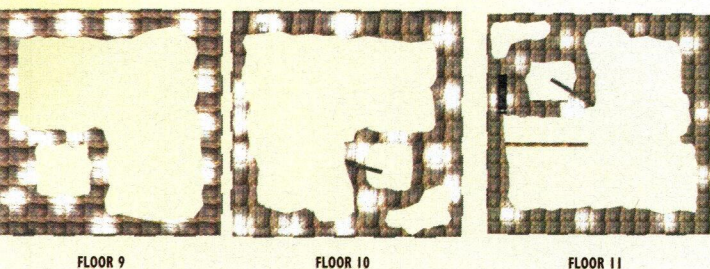
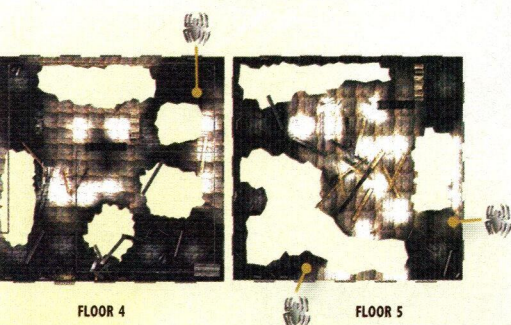
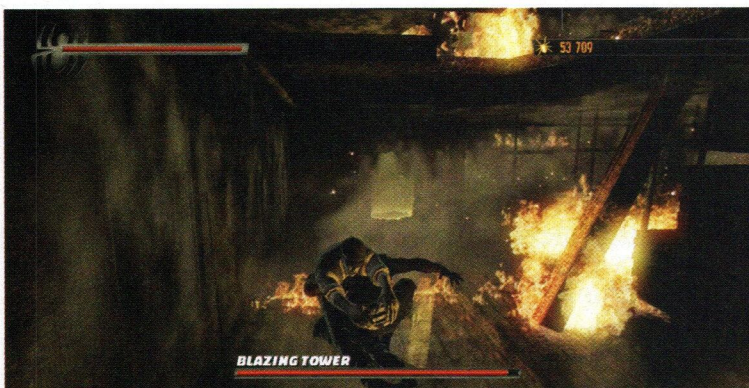
THE TOWER INFERNO

Vulture blows up a building, trapping Spider-Man and three civilians inside. All three people must be rescued and Spider-Man must escape before the tower collapses, as indicated by the damage bar near the bottom of the screen.

Activate your Spider-Sense and keep it on throughout this event. Run forward to grab the Spider Emblem, then turn right and go rescue the first civilian just a dozen yards away. The closest exit is beyond two lines of fire; hop over them and run into the ring of light to send the victim to safety.

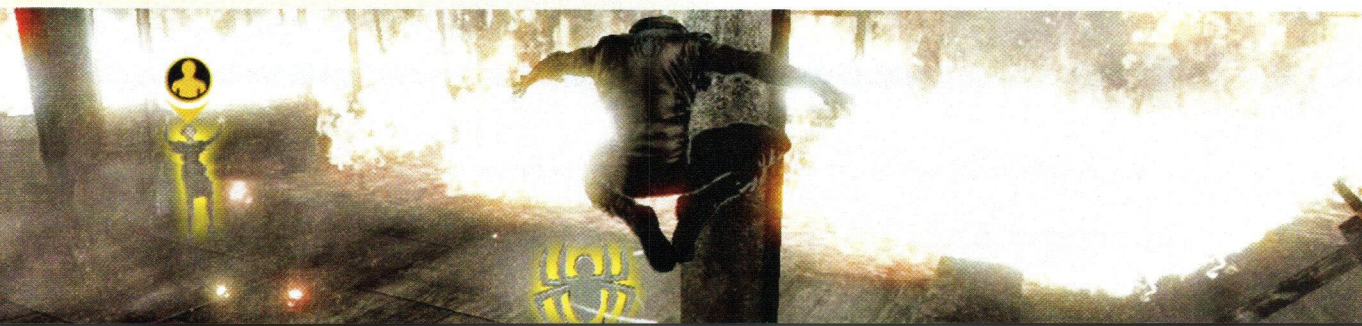
From the exit, turn right again and run after Vulture, who hops to the upper level. Web-zip to the perch point above, then zip up to the third level. Web-zip over to the Spider Emblem near the edge of the hole, and web-zip up to the next level. Turn all the way around and use your Spider-Sense; the second civilian should be on the far side of several chasms. Web-zip across them and grab the civilian.

The exit is on the far side of the level, and thanks to some recent debris falling, you must navigate all the way around the level to reach it. Web-zip back across the floor holes you came across, then turn left and web-zip over to the corner of the building. Turn left again and web-zip across the exposed beams to the exit.



Turn around, look up, and web-zip to the level above. Move forward to the edge of a hole that runs all the way down the level. Web-zip across the exposed beams to the far side. Proceed into the corner, turn around and web-zip through a hole in the ceiling. Run toward Vulture and he'll throw a bomb that causes the floor to collapse. Web-zip to the exposed beam to avoid falling. Turn around and web-zip up through a hole in the floor. Follow the Spider Emblems on this level to discover a path that leads you to another hole in the ceiling. Web-zip up to the next level.

Vulture should be on your right, and the last civilian is on the far side of the flames. Head forward to a Spider Emblem, then turn left and head around some flames toward another. The last civilian is just feet away. Grab her and follow the same path back to the exit.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



ESCAPE THE BUILDING!

Now you must get out before the building collapses. Turn around and look up. Web-zip two levels up. Locate Vulture above, and web-zip toward him until Spider-Man grabs the geek and takes the fight outside.



12

FIREFIGHTER

- ▶ **OBJECTIVE:** Save ALL of the civilians inside the burning building.
- ▶ **SPIDER ESSENCE:** +3000

Saving the three civilians trapped in the burning building before it collapses is required by the game.



13

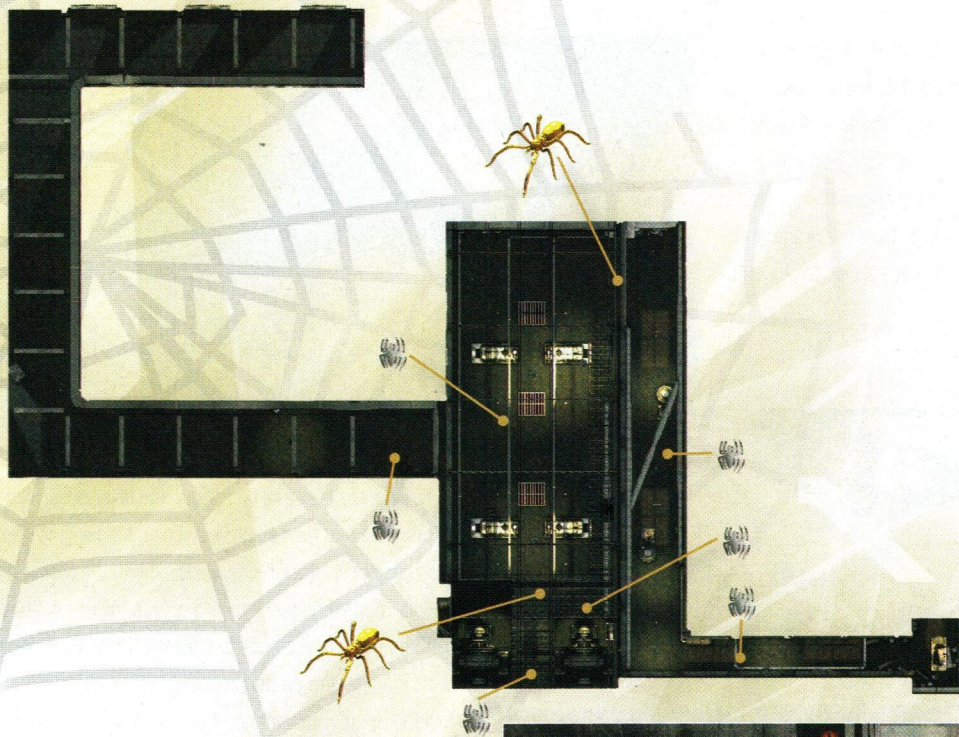
EMBLEM COLLECTOR

- ▶ **OBJECTIVE:** Collect 25 Spider Emblems.
- ▶ **SPIDER ESSENCE:** +2500

If you've been diligently picking up Spider Emblems in every part of the level thus far, then the ones you find in the burning building should enable you to complete this challenge.



AREA MAP



BACK TO STEALTH TACTICS

Spider-Man and Vulture drop into a warehouse full of gangsters. Vulture zips ahead to prepare an ambush. Web-zip up to the pipes running down the corridor. Move along the pipes, maneuvering into takedown positions above the gangsters patrolling the passage.




14


NINJA SPIDER

- ▶ **OBJECTIVE:** Perform 30 takedowns.
- ▶ **SPIDER ESSENCE** +1500

If you've been successfully taking down all the guards as suggested in the walkthrough thus far, then the first few takedowns inside the warehouse should enable you to complete this challenge.

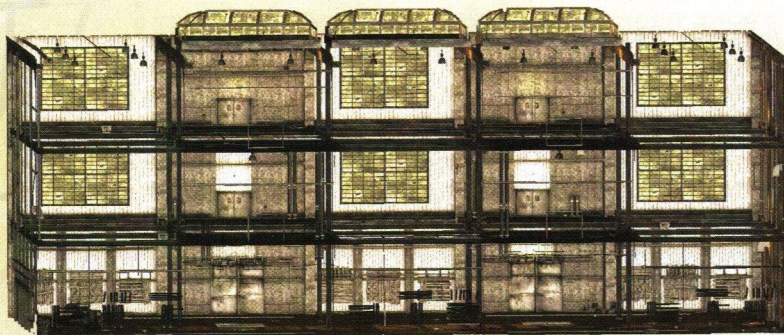
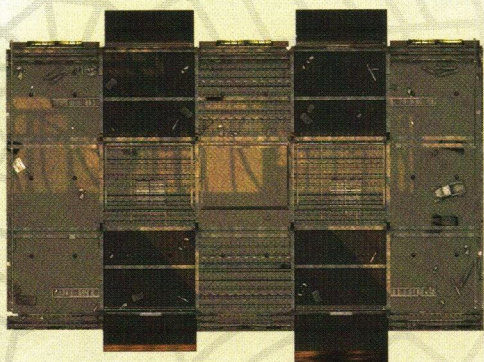
CLEAR THE WAREHOUSE

 Continue along the ceiling pipes to the end. Drop to the ground and enter the main warehouse room. Quickly web-clip back up to the dark pipes above. Turn around and look up at the wall above the entrance to spot a **Hidden Spider** crawling around.

 Web-clip between pipes, traveling from one dark part to another, taking down the men in the room below. At the back of the room, wait for the man patrolling between the turbines to turn his back and then jump to the platform behind him for a takedown. Make your way over to the balcony that runs the length of the room, and takedown the man who patrols there. This leaves just the man who patrols only the lighted area below the turbines. Wait until he is walking out of the main room; then drop to the ground behind him for a takedown. Another **Hidden Spider** and a Spider Emblem lie in a small side room. Collect them before following the frightened goon down the passageway.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

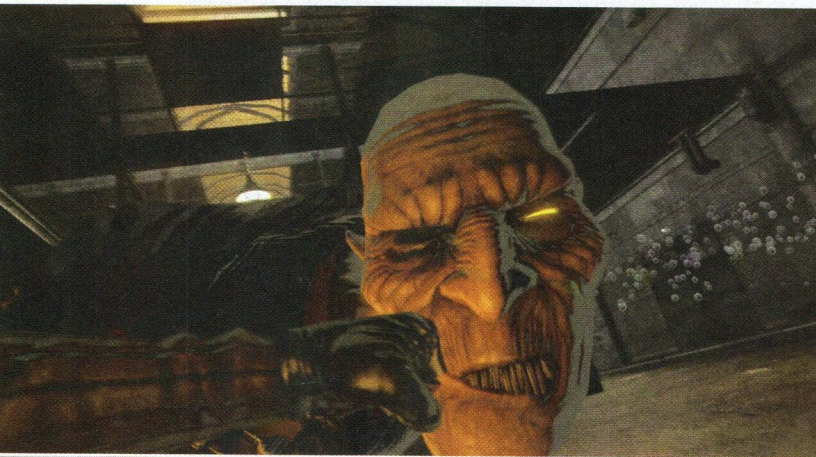
ULTIMATE

FINAL ACT

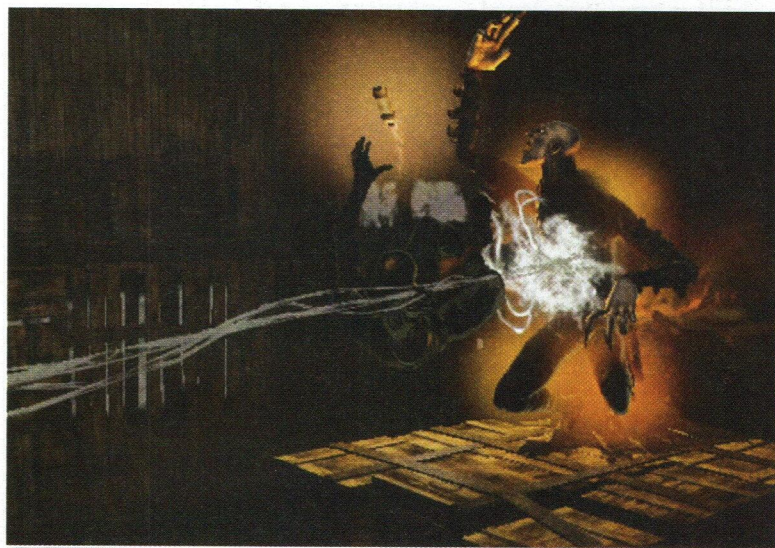


BOSS CHAOS VULTURE

Having unleashed the power of the Tablet fragment, Vulture is now bold enough to tackle Spider-Man to the ground and try to eat him. When Vulture rears back for a bite, start moving the Left and Right Analog Sticks down repeatedly, tapping them downward in panic mode to avoid his bite. If Vulture bites you three times, you die and must try again. After dodging his bite, sock him in the face repeatedly until he restrains Spider-Man and tries for another taste.

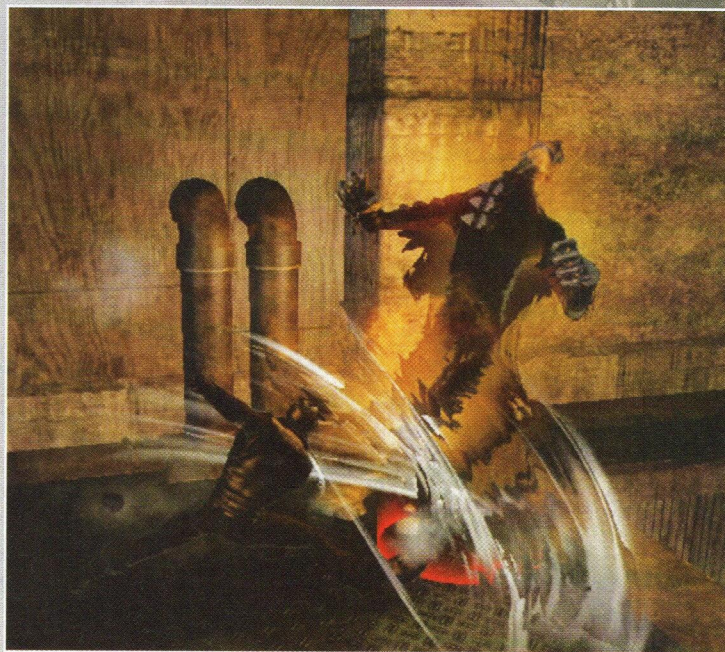


As in the last battle, start off by attempting to web-strike him and follow up as necessary with either an evade or short combo. Roll away when he attempts to counterattack. After one or two successful Web-Strikes, Vulture leaps onto a stack of crates and hurls bombs at Spider-Man. Jump over his location and web-strike him off the boxes, preferably when he has a bomb in hand so that he lights himself on fire. Making him drop three bombs during this fight achieves the "On Fire!" challenge as described below. Use your web shots while Vulture is attempting to toss a Molotov to interrupt his attack.



HP: 60,000
KNIVES: 13,500
LUNGE ATTACK: 30,000
MOLOTOVS: 25,000
3-HIT COMBO: 2x 20,000 + 30,000
TELEPORT KICK: 40,000
WRATHFUL COUNTER: 25,000

After Vulture gets knocked off the crates, he'll fly up to the levels above. Chase him up there, grab the nearest spotlight and shine it in his face to blind him. This time, he vanishes afterward. Activate Spider-Sense and/or hold the Defensive Stance button to find him again. Leap toward him while he's angry, web-strike him and follow up with a strong attack combo. Back flip away when he moves to counterstrike. Drop to the ground level and repeat the entire process.



If at some point Vulture refuses to follow you back to ground level, web-zip to his perch and zip kick him back to the ground.

When his health is depleted, Vulture tackles Spider-Man to the ground and attempts to snack again. Tap the Left and Right Analog Sticks downward rapidly to avoid his bites, then beat the tar out of him. You must do this twice in a row to get him off you and win the battle; otherwise he gets more chances to swing the battle in his favor at the last second.









15 ON FIRE!

- **OBJECTIVE:** Get Vulture to accidentally drop one of his Molotov Cocktails during the final fight 3 times.
- **SPIDER ESSENCE:** +1500

Whenever Vulture is perched on a crate pallet or one of the high beams and throwing Molotovs, watch him carefully and time a Web-Strike attack so that you knock him from his perch just after he pulls out the bomb. Successfully make him drop three fire bombs to complete this challenge during the final boss fight. Web shots also knock these combustible bottles out of his hand, so don't hesitate to unleash your own barrage.

RANKING: LEVEL 6

LEVEL 6 RANKING CRITERIA

MEDAL	COMBO RATING	EMBLEMS COLLECTION	CLEAR TIME
	19,000+	30+	00:35:00 or less
	15,000 - 18,999	20 - 29	00:45:00 - 00:34:59
	13,000 - 14,999	10 - 19	01:00:00 - 00:44:59
	0 - 12,999	0 - 9	01:00:01+

BONUS GALLERY UNLOCKS:

EASY MODE	NORMAL	
CHARACTER BIOS	DIMENSION	CONCEPT ART
Vulture	Noir	Vulture 1-8

HARD

VULTURE



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

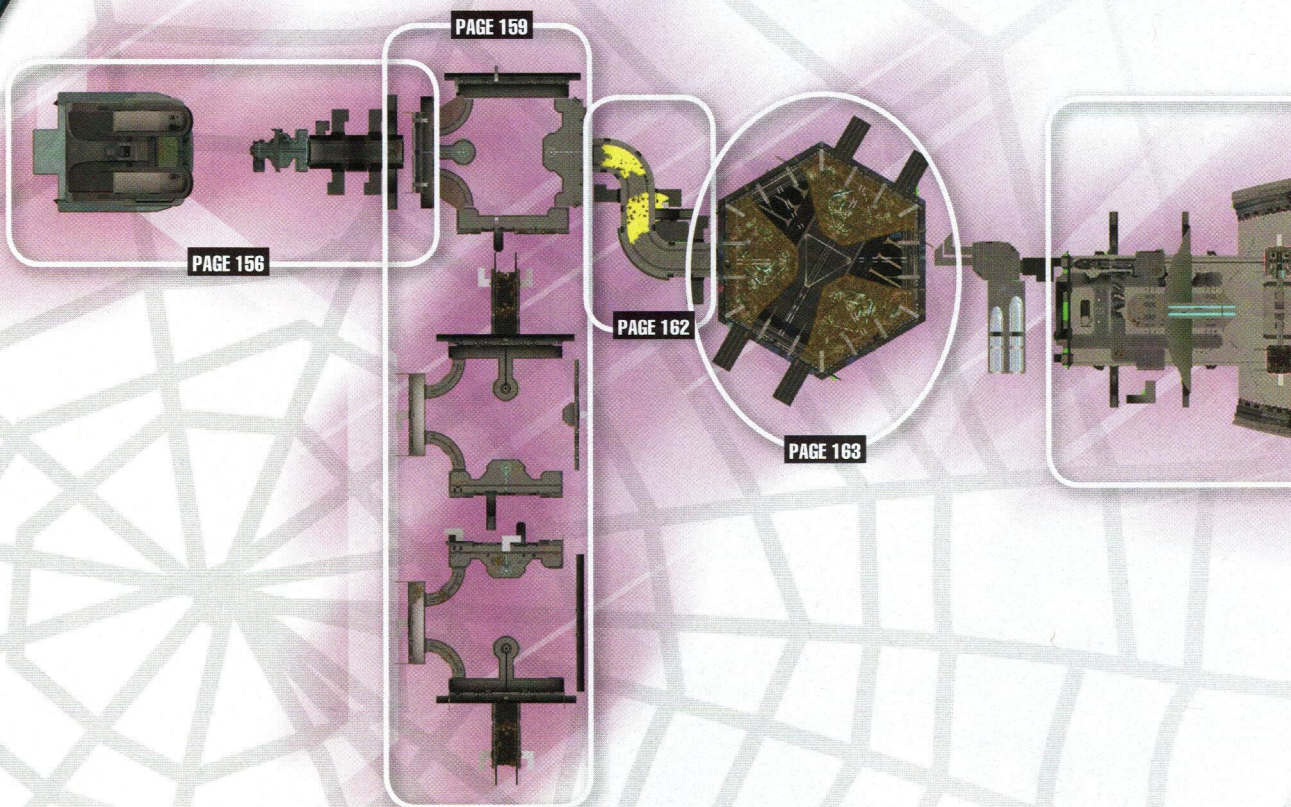


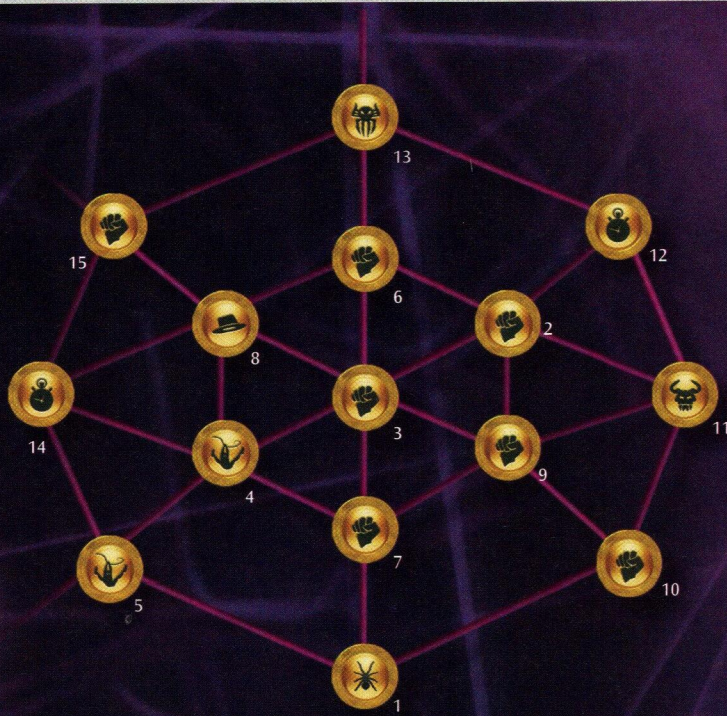


2099:

SCORPION

STAGE MAP



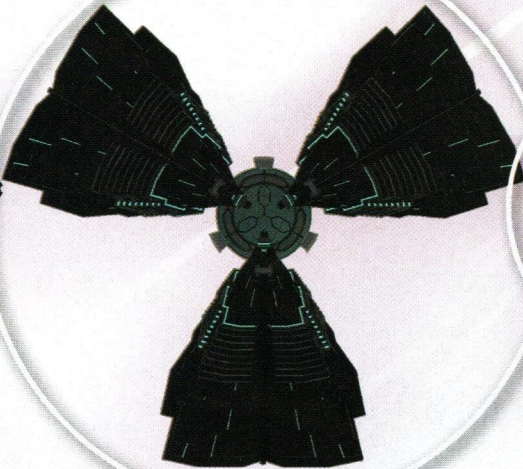
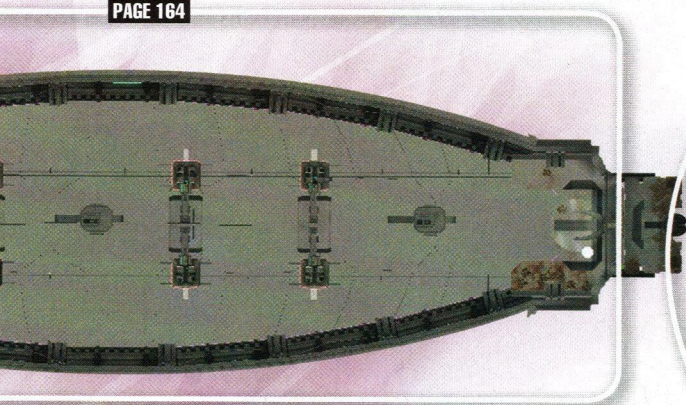


WEB OF DESTINY

- 1 SPIDER COLLECTOR
- 2 RETURN TO SENDER
- 3 KNOCK, KNOCK!
- 4 SKELETON KEY
- 5 MELTDOWN
- 6 EASTER EGG
- 7 OMELETTE MASTER
- 8 PROTECTOR
- 9 EXTERMINATOR
- 10 SLOW-MO
- 11 BEAST TAMER
- 12 QUICK RESCUE
- 13 EMBLEM COLLECTOR
- 14 STREET SWEEPER
- 15 ON THIN ICE



PAGE 164



PAGE 166

PAGE 167



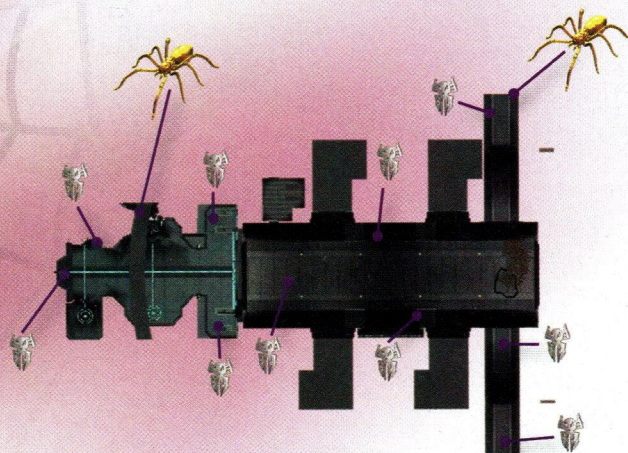
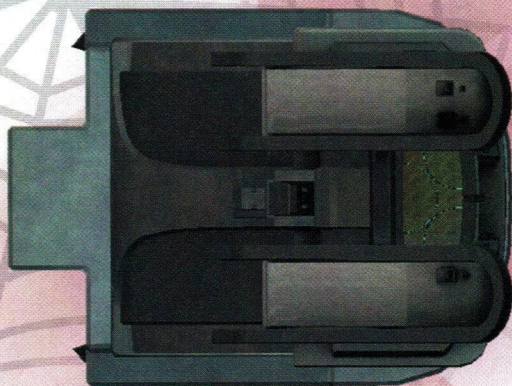
ENEMY	TYPE	HP
P.E.P. Officer	Light Human	7500
P.E.P. Gunner	Light Human (Ranged)	1500
P.E.P. Missile Launcher	Light Human (Missile)	1500
P.E.P. Officer	Light Human (Shield)	6000
P.E.P. Captain	Medium Human (Captain)	12,000
S.I.E.G.E. Soldier	Heavy Human	32,000
Scorpion Creature	Light Creature	5000

JUST THE MAN YOU DIDN'T WANT TO SEE...

The Public Eye Patrol is hot on the trail of another fragment from the Tablet of Order and Chaos. Little do they realize that the mutating Kron Stone, also known by the freakier name Scorpion, has already recovered the fragment. When daddy's boy clashes with daddy's security forces, things are going to get ugly...



AREA MAP



SCORPION

REAL NAME: Kron Stone

IDENTITY: No dual identity

OCCUPATION: None

CITIZENSHIP: U.S.A. with a criminal record

PLACE OF BIRTH: Nueva York, U.S.A.

EDUCATION: High school dropout

FIRST APPEARANCE: *Timestorm 2099/2099: Spider-Man #1* (2099)

In 2099 Spider-Man knows Kron Stone as the Scorpion, a hulking monstrosity whose mere presence causes anyone to rightfully fear for their lives. But back in high school, Miguel O'Hara knew Kron as an entirely different type of monster: a rich, pampered creep who bullied just for kicks.

Son to Alchemax president Tyler Stone, Kron got away with all kinds of illegal, immoral, and sadistic behavior. A quick call from daddy usually freed him of any trouble... Well, *almost* any trouble.

One day, Kron was goofing around in an Alchemax-owned school laboratory, using the equipment to torment some of the lab animals - including a scorpion. As Kron fooled with the gene splicer, a random surge of energy caused an explosion, fusing the arachnid's DNA with his own. The accident transformed Kron into one of the worst, most fearsome freakers around... and possibly the most pitiable enemy Spider-Man has ever faced.

BALCONY FULL OF ITEMS



Turn to the left on your perch point and web-zip over to the closest floating police car. Web-zip clockwise around the area.

A **Hidden Spider** crawls on the roof of the police car floating second closest to the building entrance.



01 SPIDER COLLECTOR

- ▶ **OBJECTIVE:** Find ALL of the Hidden Spiders.
- ▶ **SPIDER ESSENCE:** +5000

Spidey must grab all eight of the Hidden Spiders while managing to stay out of Scorpion's clutches. Do this and you'll complete this challenge.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



REPEL THE S.I.E.G.E.



A Heavy S.I.E.G.E. Soldier steps onto the platform outside the Oscorp building. Frankly, Spider-Man doesn't stand much of a chance against these in melee combat. Throw objects at him from afar to soften him up. Also, look up and grab Flying Maintenance Drones out of the air above, hurl those at the S.I.E.G.E. Soldier for an explosive impact. When he fires a homing missile, activate Accelerated Vision and dash behind the S.I.E.G.E. Soldier so that he's struck with his own missile. Then move some distance away to taunt him into firing another missile. After being struck with 2-3 of his own missiles, he kneels, triggering the Grab button icon to appear over his head. Quickly approach him and perform a finishing grab to knock him out.



02

RETURN TO SENDER

- OBJECTIVE: Divert 5 missiles into any Heavy S.I.E.G.E. Soldier.
- SPIDER ESSENCE: +5000

Though you won't be able to complete this challenge right away, practice diverting homing missiles into large S.I.E.G.E. Soldiers whenever you have a chance. There are reminders in the walkthrough to employ this tactic frequently.

SCORPION'S ACID-FILLED GIFTS

Gunners arrive via dropship to reinforce their fallen brother. Use the Disarm upgrade to dismiss them easily. Afterward, the corridor entrance finally opens. Upon Spider-Man's entrance, the corridor goes on lockdown. The first Public Eye Patrol officers to enter the corridor demonstrate that it's not wise to get too close to Scorpion's acid-filled eggs.



TAKING DOWN RIOT OFFICERS

A shielded officer enters the corridor alone. These enemies require special tactics to defeat. The best way to defeat them quickly is to activate Accelerated Vision and run behind them to attack. But if Accelerated Vision is recharging, you must improvise.

Distract shielded officers by striking them from the front with a few fast attacks. Then hold Defensive Stance and tilt the Left Analog Stick *toward* the officer to jump behind them. Quickly attack from the rear with an extended combo before they can turn around and protect themselves with their shield. Repeat until the shielded officer goes down for the count. Another way to get behind shielded officers is to initiate a Web-Strike, but press the Jump button during the move to execute a Web-Strike Evade instead. This move also positions you directly behind a shielded officer for an ambush.



ACID EGGS MELT GLASS DOORS

More shielded officers enter the corridor, along with stun baton wielders. Take out the aggressive officers with the stun batons first, using Accelerated Vision to help. Then use the same tactics employed previously to jump behind shielded officers to attack.



A bunch of Scorpion's acid eggs sudden pop up. Avoid approaching them too closely lest they explode. Face the glass door at the end of the corridor, grab one of the eggs and hurl it into the barrier. The acid melts the door, allowing you to proceed. Before leaving the corridor, use the additional acid eggs to melt the fans on either side of the passage. Melting the fans reveals hidden rooms



that contain Spider Emblems. Additionally, there's a **Hidden Spider** behind the fan on the left, high up in the vent shaft.



03

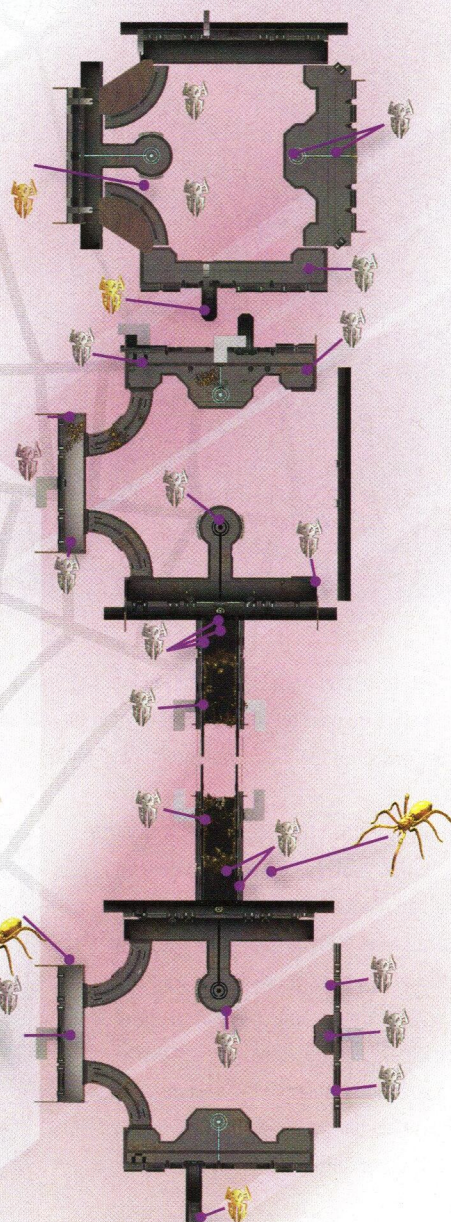
KNOCK, KNOCK!

- **OBJECTIVE:** Defeat a shielded Public Eye Patrol officer.
- **SPIDER ESSENCE:** +2500

Defeating the first shielded officer in the lockdown corridor is required to progress in the level.



AREA MAP



04

SKELETON KEY

- **OBJECTIVE:** Melt a door with an acid egg.
- **SPIDER ESSENCE:** +1000

The glass door in the first lockdown corridor must be melted with an acid egg to proceed in the game, thus completing this challenge.



05

MELTDOWN

- **OBJECTIVE:** Melt 10 wall fans using acid eggs.
- **SPIDER ESSENCE:** +8000

The two wall fans in the first lockdown corridor are the first of ten you must melt with acid eggs in order to complete this challenge. Use your Spider-Sense in every area to help you identify fans that you can melt. Remember to explore the vent shafts behind the fans for extra goodies, such as Spider Emblems and Hidden Spiders.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

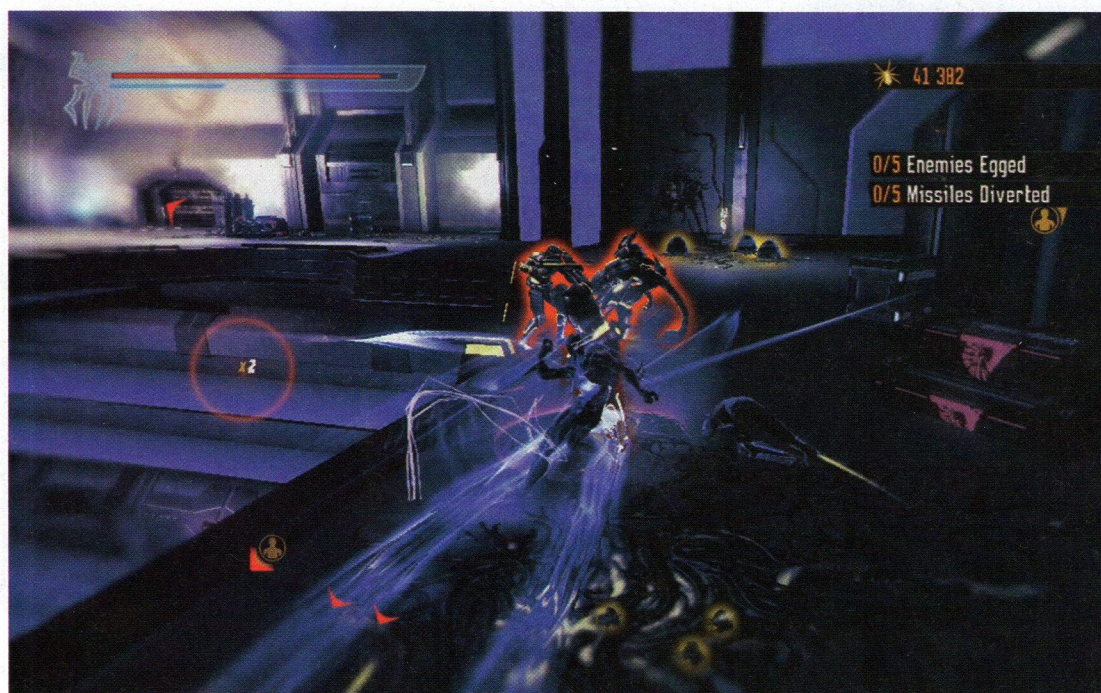
FINAL ACT



A MULTI-LEVEL ROOM FULL OF GOODIES

Scorpion leaps across a multi-level chamber and seals the doors behind him. You'll need scientific help to get through the doors. Unfortunately the science staff is busy protecting themselves from the creatures hatching from Scorpion's eggs.

Start by web-zipping up into the rafters above the room, and collect the many Silver and Golden Spider Emblems up there. The scientists have sealed themselves behind two doors on two different levels in the room below. Each of these rooms is very near a circular landing pad that sticks out into the open center; that's the easiest way to find the scientists.



P.E.P. Officers are battling scorpion creatures throughout the room. The best idea is to let them fight it out amongst themselves, although this room is a good location to complete certain challenges, such as hitting five officers with acid eggs, throwing 50 eggs around the room, and continuing to melt wall fans with acid. Occasionally you might be sucked into a fight, especially if the P.E.P. defeat their scorpion adversaries or vice-versa. Throw objects at scorpion creatures and toss acid eggs at P.E.P. officers to eliminate foes quickly. Keep in mind that the acid eggs aren't as effective against the scorpion creatures.

Furthermore, there are two Hidden Spiders to collect in this area. One is on the level marked "3"; simply drop to the lowest landing pad as if you were going after the scientist located there. Face the door where he's concealed himself, then turn left and run around the level until you reach the corner of the area. Look on the wall in the corner to find a **Hidden Spider**.

The other Hidden Spider is much trickier to reach. Use your Spider-Sense to help you detect a wall fan below the Level 3 door where the scientist is tucked away. Notice two small platforms that sit low on the adjacent walls. Web-swing and web-zip over to these platforms. Land on either platform, then move to the other; acid eggs grow on the platform. Grab the eggs and hurl them at the wall fan to melt it. Then web-swing and web-zip into the vent shaft to find another **Hidden Spider**.



06 EASTER EGG

- **OBJECTIVE:** Hit 5 Public Eye Patrol officers with acid eggs.
- **SPIDER ESSENCE:** +1500

While P.E.P. officers are engaged against scorpion creatures, position Spider-Man some distance away and hurl acid eggs at the humans. The multi-level docking area is the best location to complete this challenge, since the enemies are all busy fighting each other, for the most part.



07 OMELETTE MASTER

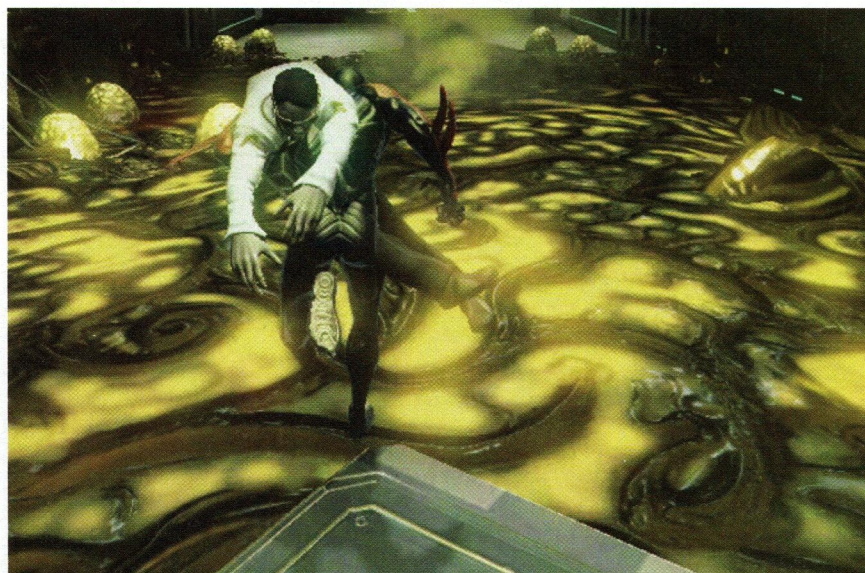
- **OBJECTIVE:** Blow up 50 eggs.
- **SPIDER ESSENCE:** +2500

Since acid eggs regrow after a few seconds, all you need to do is find an enemy free area with plentiful eggs growing. Grab them and hurl them at the wall or nearby P.E.P. officers until you've completed this challenge. Avoid punching or kicking scorpion eggs, since Spider-Man takes continual damage from the acid splatter.

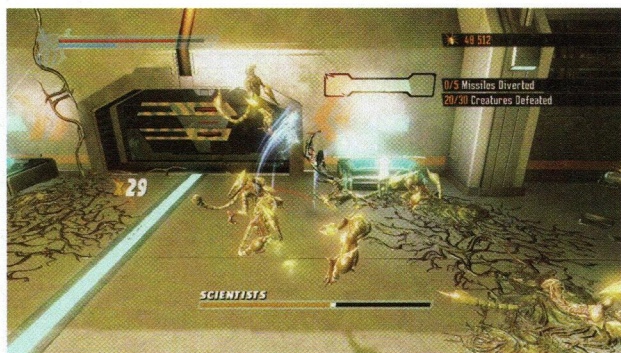
RECRUIT THE SCIENTISTS TO OPEN THE HANGAR DOOR

Use Spider-Sense to locate the scientists. Web-clip to either area and hurl an acid egg at the glass door to melt it. The scientist is trapped at the back of the room, which has filled with acid. Web-clip up to the ceiling and wall-crawl toward the back of the room. Move Spider-Man to a central position directly above the scientist and then press Jump to drop. Grab the scientist, web-clip back up to the ceiling, and wall-crawl toward the exit.

Web-clip up to the top landing platform. Move into the ring of light near either control panel to set down the scientist. Go rescue the other scientist from another acid-filled room, and take him over to the other panel.



PROTECT THE SCIENTISTS!



Now you must protect both scientists from an onslaught of scorpion creatures. Prevent creature births by grabbing eggs and hurling them whenever possible. Otherwise, activate Accelerated Vision and take out the creatures before they inflict too much damage to one of the scientists. The scientists share a combined health gauge, displayed at the bottom; so when one is attacked, their collective health suffers.

The first few waves of scorpion creatures are easy to subdue. But then a large wave of creatures appears and assaults the scientists. Grab one of the large explosive cylinder racks and hurl it into the crowd to de-

stroy several creatures at once. Continue using Accelerated Vision repeatedly to take out as many creatures as possible. The scientists should get the doors open not long after the large wave of creatures appears.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



08 PROTECTOR

- ▶ **OBJECTIVE:** Protect the Public Eye workers as they open the main hangar doors.
- ▶ **SPIDER ESSENCE:** +3000

Protecting the scientists while they work to open the hangar exit must be completed in order to finish the level.

09 EXTERMINATOR

- ▶ **OBJECTIVE:** Defeat 30 scorpion creatures.
- ▶ **SPIDER ESSENCE:** +3000

By defeating all the creatures attacking the scientists (including any stragglers remaining after the doors are open) and a few others on different levels of the room, you should be able to complete this challenge easily.

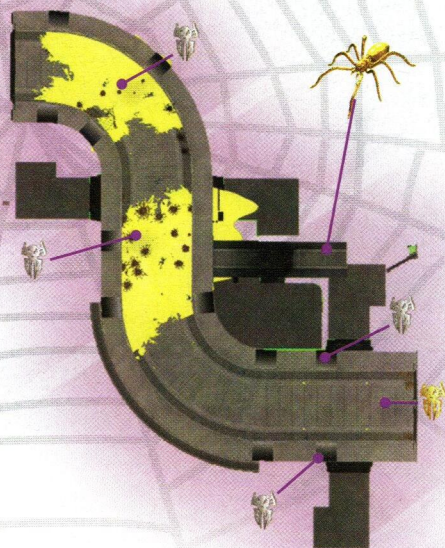
10 SLOW-MO

- ▶ **OBJECTIVE:** Defeat 10 enemies while in Accelerated Vision.
- ▶ **SPIDER ESSENCE:** +2000

If you've been doing any upgrades on your Accelerated Vision (as you should) then it should be no problem to trigger Accelerated Vision several times while defending the scientists trying to open the door. Also, throw explosive cylinder racks into a crowd while Accelerated Vision is active; all enemies killed in explosions count toward this challenge!



AREA MAP



ACID FLOOD



The corridor opened by the scientists is flooded with acid water and lined with eggs. Proceed carefully up to the edge of the acid-filled area. Look at the wall fan, grab a nearby egg, and throw it at the fan to melt it with acid. Then web-zip inside the vent to find a **Hidden Spider**.

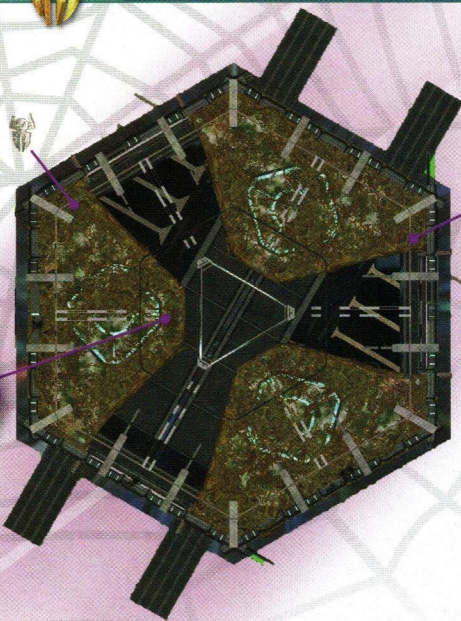


When emerging from the vent, web-zip up to the ceiling to avoid the acid puddle. Crawl down the ceiling to the end of the corridor, where two guards chat behind a makeshift barricade. Both are equipped with missile launchers, so drop to the ground near them and goad the officers into firing their missiles. Activate Accelerated Vision and lead the missiles back into the officers. When both missile-launching guys are knocked out, two more men with stun sticks emerge from the side door. Take them both out and throw an acid egg at the glass door to proceed.





AREA MAP



BOSS SCORPION

Quickly hold the Defensive Stance button while Scorpion spins twice, attempting to lash you with his tail. Spider-Man auto-ducks both tail swipes, but his Spider-Sense tingles when Scorpion attempts a tail sting attack. Press the Jump button to back flip or roll to the side to avoid the sting. When the sting attack fails, Scorpion gets his tail stuck in the floor and can't get free. Quickly rush in, activate Accelerated Vision, and attack him with combos while he's stuck. This is Scorpion's main ground attack, and though he rarely employs it in the rest of this battle, you should be ready to avoid it again if you notice him squaring off against you on the ground.



Scorpion typically dives right into his next attack: he leaps up to the ceiling and targets Spider-Man on the ground with his tail. Hold the Defensive

Stance button and roll to the right or left three times as he fires three squirts from his tail. Each squirt that misses creates acid eggs on the ground. As soon as the third squirt misses, face the eggs, grab one and hurl it at Scorpion to knock him down. As soon as the egg hits him, start rushing toward him. When in range, web-strike to reach him faster. Scorpion should be kneeling and the Grab button icon appears over his head; quickly apply a finishing move to inflict massive damage.

HP: 35,000

3-HIT TAIL SWIPE: 3x 22,000

ACID SHOT: 12,000/3 sec.

POD EXPLOSION: 5000/3 sec.



When Scorpion leaps to another platform in the room, quickly web-zip to the edge of your platform, then web-zip again to the next.

After knocking his health down below half, Scorpion may leap away and assume a sprinter's starting position. When this occurs it means he is about to charge. Dodge roll to his side when he attempts a shoulder-butt, and then avoid the double tail swing and sting attack as before. Pummel him when his tail is stuck in the ground. Identify his attacks and avoid his deadly strikes. A few solid attacks on Scorpion should be enough to finish him at this point.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



11

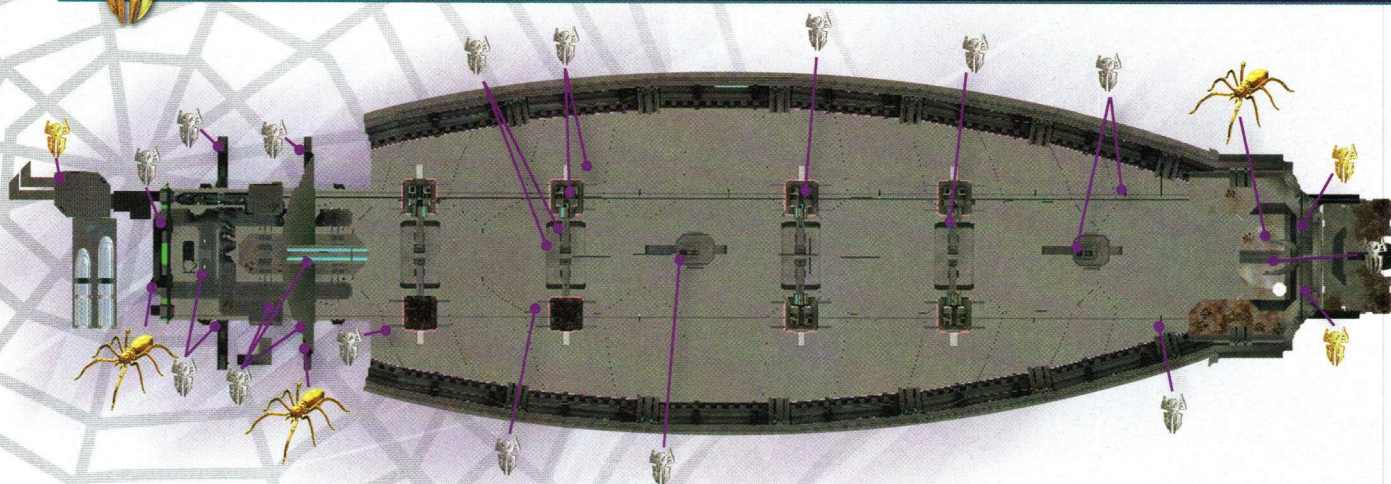
BEAST TAMER

- ▶ **OBJECTIVE:** Win the first fight against Scorpion within 2 minutes.
- ▶ **SPIDER ESSENCE:** +3000

Great familiarity with Scorpion's attack patterns should help you defeat him within the required time frame, with almost not a second to spare. The best idea is to play the level twice, and track your time remaining in this challenge during your second attempt. The only way to get through the fight in time is by avoiding every one of his attacks, and countering appropriately every time; failure to attack him while he's kneeling could extend the battle too long for the time limit!



AREA MAP



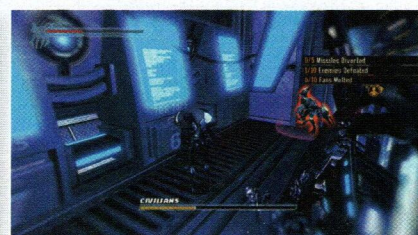
OH SORRY, AM I INTRUDING?

Spider-Man drops into a waiting room for stun-stick officers! Use Accelerated Vision repeatedly to gain the advantage on these four enemies. Remember to break the crates in the room with strong attacks to replenish health.



RESCUE THE METRO PASSENGERS

When clear, Spider-Man exits the room to witness a horrific scene at a metro terminal, as Scorpion's offspring surround and attack seven innocent civilians. Use Spider-Sense to help you keep track of the civilians. Jump to their locations quickly, knock back scorpion creatures, grab the civilians and web-zip out of their reach. Quickly make your way to the exit on the far side of the station, step into the ring of light to drop the civilian, and go rescue the next person. You must rescue them all before the combined civilian health meter at the bottom of the screen is empty, or you'll have to try again. Don't worry about any of the wall fans or Spider Emblems in the room until the victims are rescued.



12 QUICK RESCUE

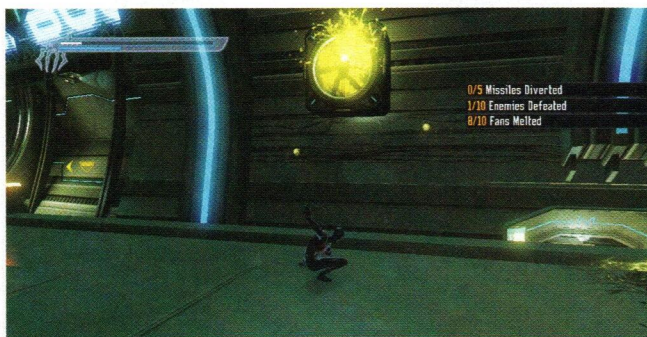
- ▶ **OBJECTIVE:** Save ALL of the civilians in the metro station in less than 3 minutes.
- ▶ **SPIDER ESSENCE:** +5000

Practice personal disregard and ignore any damage received. Grab each civilian as quickly as possible while throwing as few punches as possible, and web-zip quickly over to the exit on the side of the metro station. Familiarity with the area will make this challenge easier, so study this area carefully in preparation for a second play of this level.

SEARCH THE METRO STATION FOR ITEMS BEFORE MOVING ON



With the civilians saved, it's time to reap some rewards. Web-zip up to the central platform overhanging the metro lines. Grab the acid eggs growing in threes on this platform and whip them at the wall fans surrounding the area. Melting them all should help you complete the "Meltdown" challenge. Then jump and web-zip into the vents to find Spider Emblems. Two separate wall fan vents in this area are home to **two Hidden Spiders**.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

13 EMBLEM COLLECTOR

- ▶ **OBJECTIVE:** Collect 45 Spider Emblems.
- ▶ **SPIDER ESSENCE:** +2500

If you've been good about collecting Spider Emblems throughout the level, then you'll really clean up in the metro station area. You should be able to complete this challenge before pursuing Scorpion to the far end of the metro lines.



ALL-OUT WAR!



Web-swing along the metro lines in pursuit of Scorpion. At the far end of the metro line, Scorpion engages a large squad of P.E.P. He leaves behind a huge mass of acid eggs that hatch into creatures, which attack the officers. Continue web-zipping toward the platform, but divert upward to the top of the giant globe above the platform to collect the last **Hidden Spider**. Then drop down.

You can't choose sides in this battle; both P.E.P. and scorpions will stop fighting each other to attack Spider-Man when he is near. The best strategy is to hurl objects and acid eggs from the outside of the area until the two factions decide the victors amongst themselves. Ten to one odds state that the S.I.E.G.E. units will come out victorious, though badly damaged. Goad them into firing rockets, then lead those rockets back to the S.I.E.G.E. troopers to complete a challenge and ready them for finishing grabs.

14 STREET SWEEPER

- ▶ **OBJECTIVE:** Defeat ALL of the enemies on the final platform in the monorail complex within 4 minutes.
- ▶ **SPIDER ESSENCE:** +1000

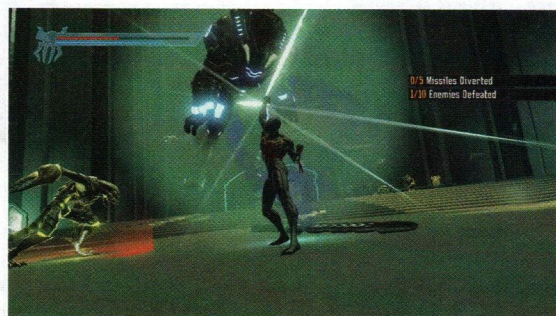
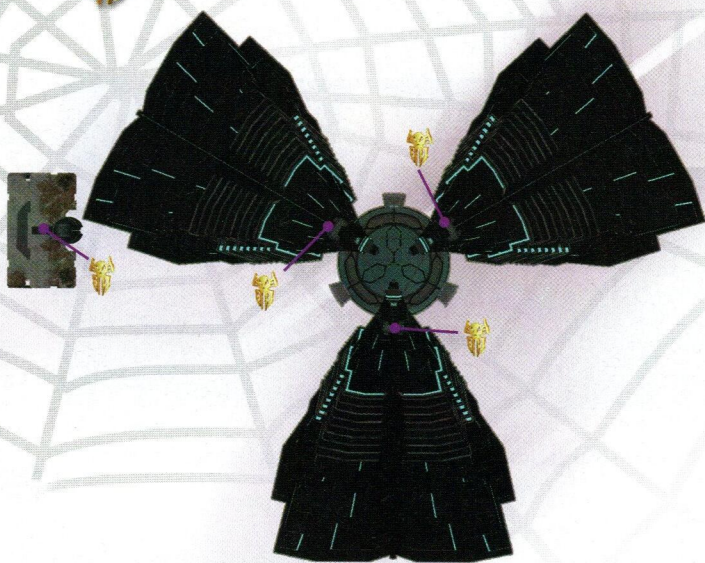
The timer for this challenge begins as soon as Scorpion engages the P.E.P., before you even arrive! You'll lose approximately 20 seconds web-swinging directly to the platform. Although the scorpion creatures have the numbers, the P.E.P. guys will last longer. Therefore, ambush the P.E.P. guys while they're distracted and take them out. Avoid messing with the S.I.E.G.E. troops unless a creature actually causes one to kneel, then swoop in and execute a finishing grab. Otherwise allow the S.I.E.G.E. officers to fire homing missiles, and lead those missiles into other enemies.

Activate Accelerated Vision every chance you get to maintain the advantage. Throw acid eggs at the humans to defeat them instantly. Once all the officers are eliminated, web-strike the scorpion creatures and zip kick them off perches as fast as possible. If you find this challenge impossible in your first attempt at this level, play the rest of the game and upgrade Accelerated Vision as much as possible.





AREA MAP



DEFEAT THE HATCHLINGS TO CALL THE ELEVATOR

Follow Scorpion into the next chamber. You must defeat a huge number of hatchlings before the elevator doors will open. Use Strong Attacks to strike multiple opponents at once. Activate Accelerated Vision frequently to maintain the advantage. Charge Attacks and the Spider Stomp upgrades are extremely helpful too. When the doors open, web-clip onto the top of the elevator car.



ROOFTOP BATTLE

Scorpion's offspring and the Public Eye Patrol clash once more on the Oscorp building's rooftop. Again, there are no sides here; both factions will disengage fighting each other to attack Spider-Man if he is nearby. Use Accelerated Vision to target and wipe out 10 enemies as fast as possible, starting with the weakest (scorpion creatures) and saving the strongest (S.I.E.G.E. officers) for last. After roughly two minutes, Scorpion shouts for the fighting to end and destroys the hovering P.E.P. dropships, which crash into the glass rooftop.



15

ON THIN ICE

- **OBJECTIVE:** Defeat 10 enemies on the rooftop of the Public Eye tower before Scorpion ends it.
- **SPIDER ESSENCE:** +3000

As mentioned in the walkthrough, Scorpion allows the rooftop battle to go on for roughly two minutes before he intervenes. Until that time, use Accelerated Vision repeatedly and take out as many scorpion creatures and light humans as you can. When S.I.E.G.E. units fire rockets, run behind the officers so that they bear the brunt of explosions. Hurl acid eggs to take out officers quickly, and try to wrack up a body count of ten before the encounter ends. Track this challenge to make tallying defeated enemies easier.



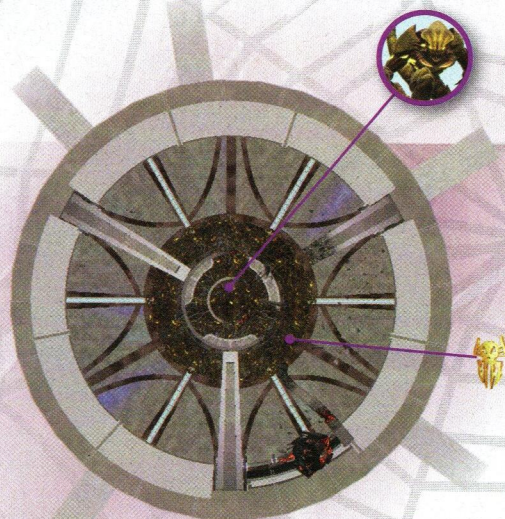
DIVE AHEAD OF THE CRASHING DROPSHIPS!



Spider-Man enters freefall with giant chunks of debris following him down a chute. The view is in front of Spider-Man this time, so that you can spot incoming debris and move out of its way. A Golden Spider Emblem floats inside the biggest chunk of the hollowed-out dropship; see if you can guide Spider-Man directly into the center so that the ship falls *around* him, letting you grab the emblem. Continue dodging debris as it comes up behind you until you land.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



BOSS CHAOS SCORPION

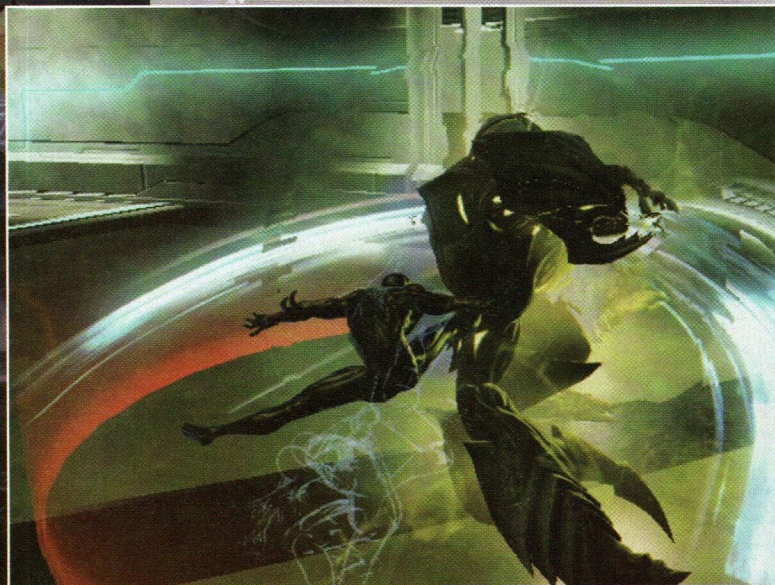
The chamber where the final boss fight occurs is divided into an upper ring surrounding a pit. Remaining in the pit too long is a bad idea, since Scorpion soon fills it with some kind of toxic gas. Web-zip up to the columns surrounding the pit, and take the battle to the outer ring. Throughout this fight, Scorpion creates three creatures that surround and assault from all sides. Don't let the sub-creatures bog you down. Keep moving throughout this fight.

Once you're up on the outer ring around the area, Scorpion leaps up to the rooftop as before. Only this time, he hovers in space for a minute before dive-bombing your location. A small flash appears at the spot that he targets. Dodge roll away from this spot as he dives. Any creatures in his landing zone suffer intense damage. Striking the ground without hitting Spider-Man stuns Scorpion for a few seconds. Quickly rush in, activate Accelerated Vision, and strike him with strong combos until he recovers and leaps away. Scorpion repeats this attack over and over. Dodge him each time and counterattack while he's stunned.

After a while, Scorpion changes tactics. He leaps onto the debris hanging from the centerpiece above the pit. Targeting Spider-Man with his tail, he fires three squirts of acid. Dodge the same direction each time; after the third squirt, grab an acid egg and throw it at Scorpion. A successful strike knocks him into the pit, and also melts the structure holding up the dropship wreckage. Do this twice more and the battle is over.



Scorpion resumes dive-bombing Spider-Man from the ceiling, but adopts a new move at the end; immediately after the dive bomb misses Scorpion rolls over and lunges at Spider-Man. Side roll again to avoid getting slammed to the ground in his claw. When both the dive bomb and lunge miss, you can then pummel him for several seconds before he leaps up to the ceiling and dives again.





HP: 70,000
3-HIT TAIL SWIPE: 3x 22,000
BEAST BALL: 15,000
WEB-STRIKE COUNTER: 15,000
CLAW GRAB: 18,000
ACID VOMIT: 10,000/4 sec.

After hurling an egg to knock him into the pit once more, his dive bomb pattern changes yet again; after both the dive bomb and the follow-up lunge miss, Scorpion then employs the double tail swipe and sting attack you may remember from the first battle. Dodge all three attacks and then assault him while his tail is stuck. Repeat this pattern of dodging and attacking while he's stuck until his health is down to but a sliver. Then Scorpion jumps onto the centerpiece again and squirts acid. Pick up one of the acid eggs resulting from these squirts and splash Scorpion with it to bring the dropship down on top of him, ending the battle.



RANKING: LEVEL 7

LEVEL 7 RANKING CRITERIA

MEDAL	COMBO RATING	EMBLEMS COLLECTION	CLEAR TIME
	19,000+	60+	00:30:00 or less
	15,000 - 18,999	45 - 59	00:40:00 - 00:29:59
	13,000 - 14,999	25 - 44	00:50:00 - 00:39:59
	0 - 12,999	0 - 24	00:50:01+

BONUS GALLERY UNLOCKS:

EASY MODE	NORMAL	
CHARACTER BIOS	DIMENSION	CONCEPT ART
Scorpion	2099	Scorpion 1-11

HARD	
2099 SCORPION	2099 SCORPION CREATURES

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



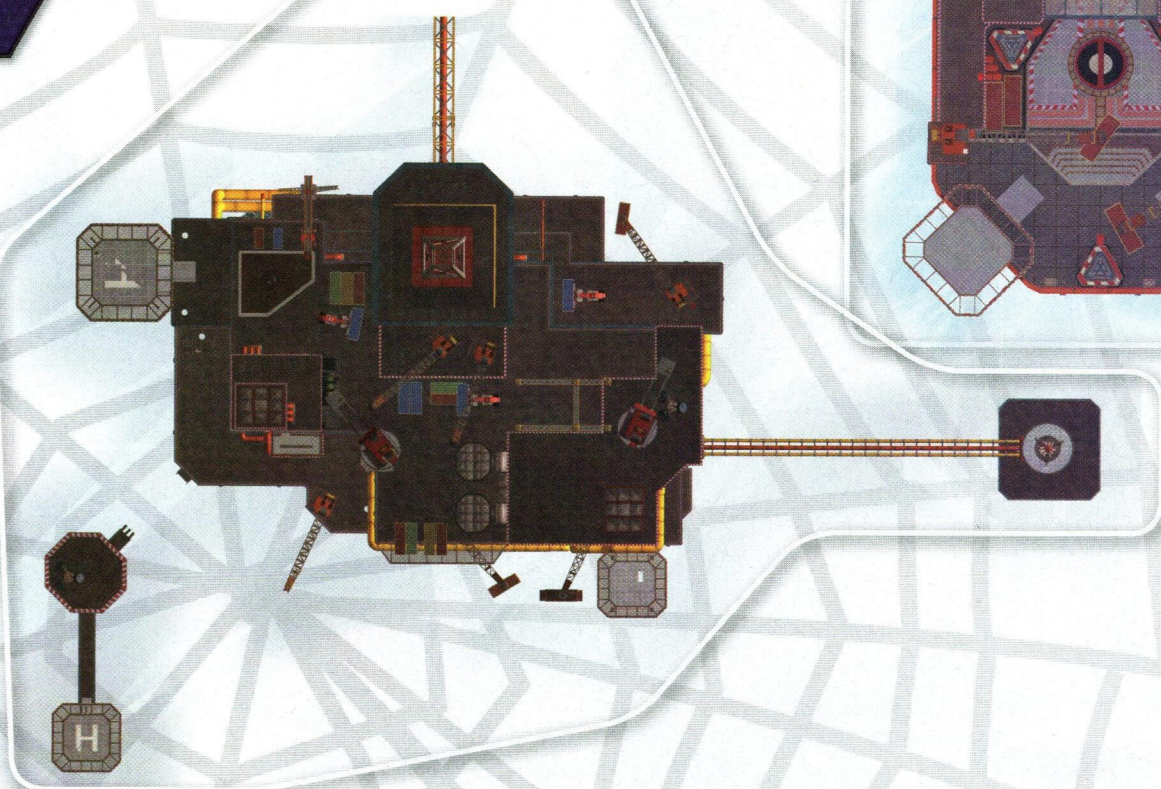


ULTIMATE

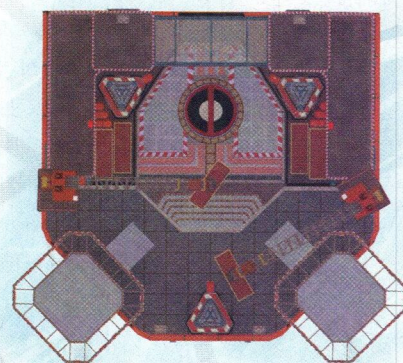
DEADPOOL

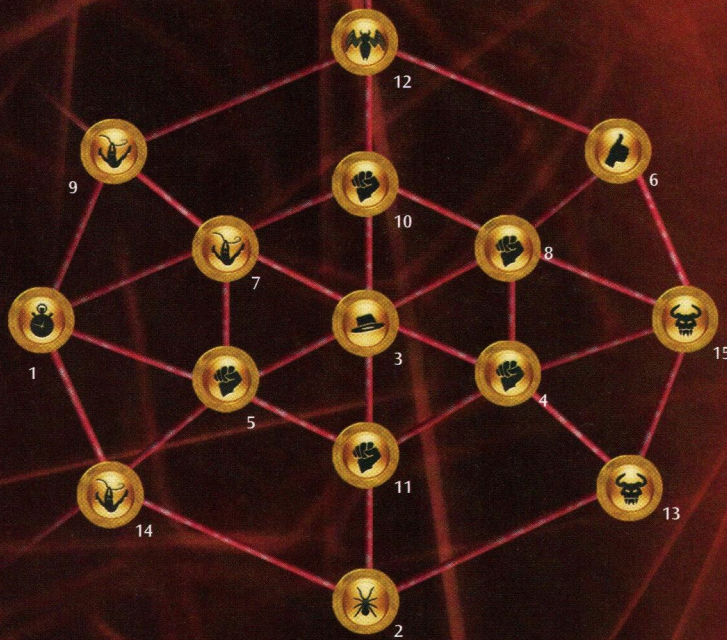
STAGE MAP

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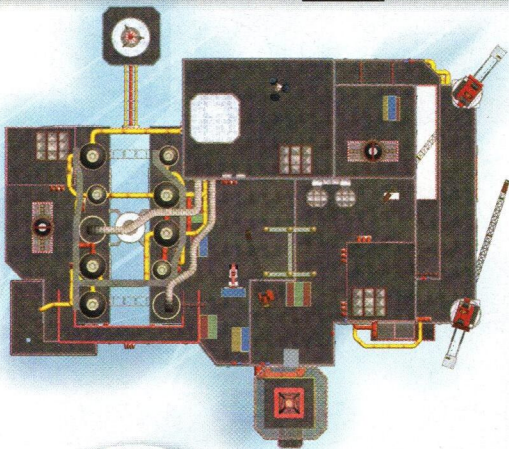




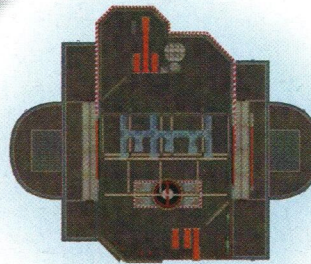
WEB OF DESTINY

- 1 SMILE!
- 2 ANGER MANAGEMENT
- 3 SPIDER COLLECTOR
- 4 FANBOY BEATDOWN
- 5 GIVE ME THAT!
- 6 HUGE SURPRISE
- 7 TECHNICAL DIFFICULTIES
- 8 BOP BAG SURPRISE
- 9 MOSH PIT
- 10 HUGE DISAPPOINTMENT
- 11 EMBLEM COLLECTOR
- 12 SHOW CANCELLED
- 13 PUBLICITY STUNT
- 14 STAYING DRY
- 15 ORGANIZED CHAOS

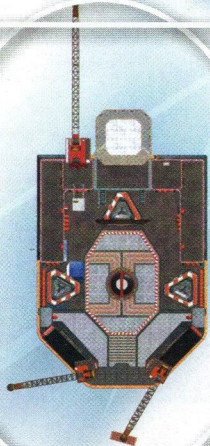
PAGE 178



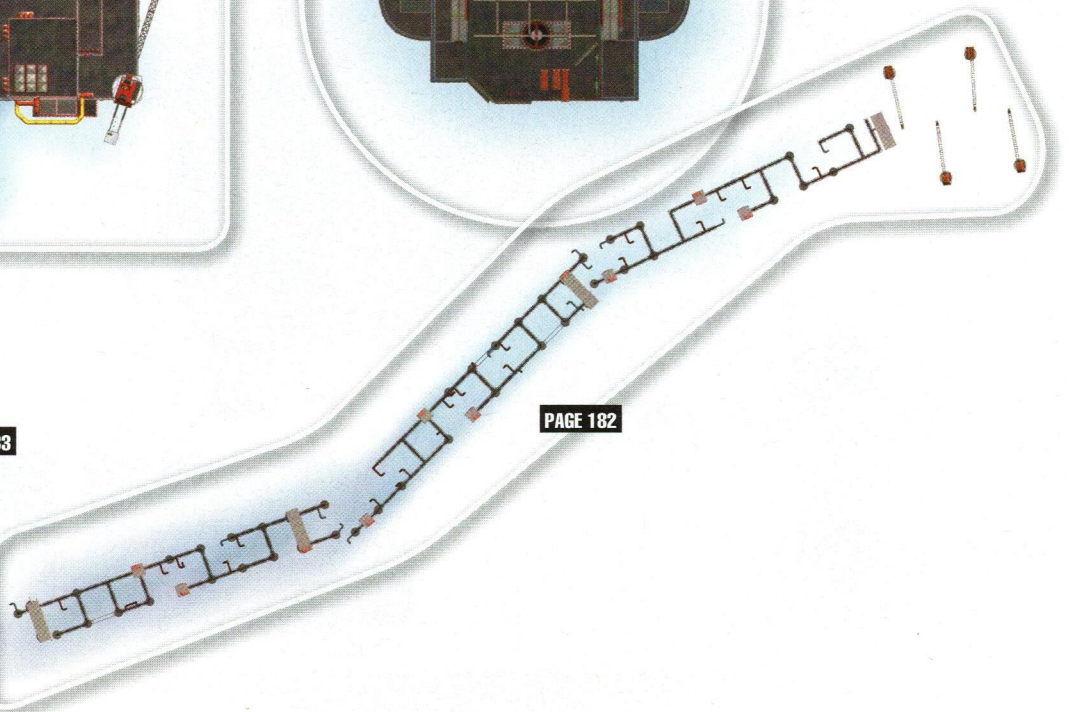
PAGE 181



PAGE 183



PAGE 182



ENEMY	TYPE	HP
Fanboy Batter	Light Human (Swords)	4000
Fanboy Gunner	Light Human (Ranged)	1500
Fanboy Riot	Light Human (Shield)	4500
Superfan	Medium Human (Captain)	15,000
Huge Deadpool Fan	Heavy Human	32,000

WELCOME BACK EVERYONE'S FAVORITE MERCENARY!

Ultimate Spider-Man tracks another fragment of the Tablet of Order and Chaos to a strange oilrig miles offshore. If he'd known this was the private training base of Deadpool and his copycat "Fan-boys," he probably would have never come.



AREA MAP



DEADPOOL

REAL NAME: Wade Wilson

IDENTITY: Public

OCCUPATION: Mercenary, adventurer, reality TV star

CITIZENSHIP: Unrevealed

PLACE OF BIRTH: Unrevealed

EDUCATION: Unrevealed

FIRST APPEARANCE: *Ultimate Spider-Man* #91 (2006)

Anti-mutant extremist Sergeant “Wadey” Wilson underwent painful cybernetic surgeries so he could become... the star of a reality TV program?! Does that make any sense? No? Well, neither does Deadpool. He’s always been a sick man with a sick sense of humor. And now, ever since returning from his apparent death while facing Spider-Man and the X-Men, even his very sanity is in question (he thinks he’s in a video game!). Deadpool still lives for the spotlight, however, and for a chance to kill mutants live, televised, and with very few commercial breaks. Or just Spider-Man. He’ll settle for Spider-Man. You know... revenge and everything.

Now you may say to yourself, “But Spider-Man isn’t a mutant!” Well, Deadpool doesn’t care. The whole “dying” thing kind of irked him. So Wadey would just love a chance to slaughter Spidey during sweeps week... and then watch it again in reruns.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

TIME FOR YOUR CLOSE-UP!

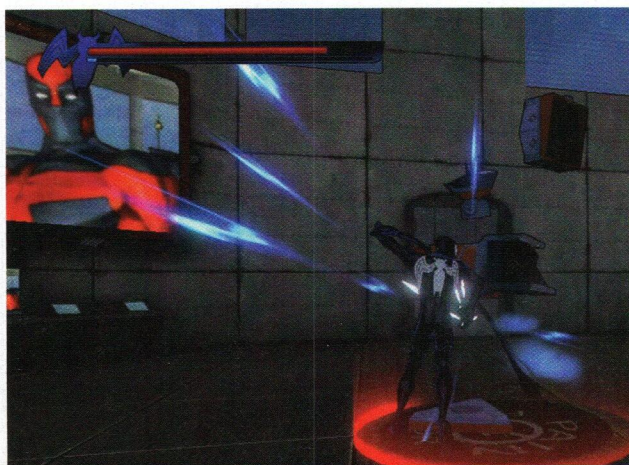
Follow the path inside and smash the camera filming Spider-Man. As indicated, you must find and destroy seven more cameras strategically positioned all over the oilrig before you can move on. Continue through the next door.

01 SMILE!

► **OBJECTIVE:** Destroy the first camera.

► **SPIDER ESSENCE:** +1000

Obliterating the first camera is required to continue the level.



GET READY TO MEET MY FANS!

Spider-Man encounters a large group of Deadpool's demented Fanboys, armed with baseball bats. Attack them to build your Rage Meter, then unleash your fury when surrounded. Be careful not to fight near the red barrels since they explode. However, they make nice weapons to hurl at distant groups of enemies and heavy foes. During the battle or immediately afterward, destroy the camera at the end of the platform.



02

ANGER MANAGEMENT

- ▶ **OBJECTIVE** Take down 5 Fanboys in one Rage Mode consumption.
- ▶ **SPIDER ESSENCE:** +5000

By triggering Rage Mode early during the first enemy encounter, you should easily be able to take out five men before the meter empties. If not, upgrade the Rage Mode Duration and Rage Mode Regen on the Character Upgrades screen before your next battle.



STICK AROUND, GET TO KNOW THE PLACE...



At this point you can explore the rest of the oilrig. We recommend *not destroying any more cameras* until you've collected all the Spider Emblems and four **Hidden Spiders** in various locations. Check the area map above to locate all pickups.



Activating Spider-Sense is the best way to locate the cameras. Many have machineguns mounted to them, meaning the best way to take them out is with Web-Strike attacks. Most are protected by Fanboys. Use the Disarm upgrade to eliminate gunners quickly, and employ the usual tactics against melee fighters of all sizes. Rage whenever your meter is full and the enemies are in force.

03 SPIDER COLLECTOR

- ▶ OBJECTIVE: Find ALL of the Hidden Spiders.
- ▶ SPIDER ESSENCE: +5000

Four Hidden Spiders crawl on each of the two oilrigs explored during this level. Use the area maps provided to find them all. Be sure to find the four on the first oilrig *before* destroying all of the cameras. Same goes for the second oilrig.

04 FANBOY BEATDOWN

- ▶ OBJECTIVE: Defeat 50 Fanboys.
- ▶ SPIDER ESSENCE: +2500

By simply exploring the entire oilrig just to pick up Spider Emblems and destroy the first eight cameras, you'll easily encounter enough Fanboys to fill this quota.

05 GIVE ME THAT!

- ▶ OBJECTIVE: Disarm 10 Fanboy gunners.
- ▶ SPIDER ESSENCE: +1500

Purchase the Disarm upgrade (available when 10 Challenges complete, 10,000 Spider Essence) and use it to swipe the guns out of 10 Fanboys' hands and knock them out with it. The large number of gunners on the first oilrig is enough to fill this quota three times over.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

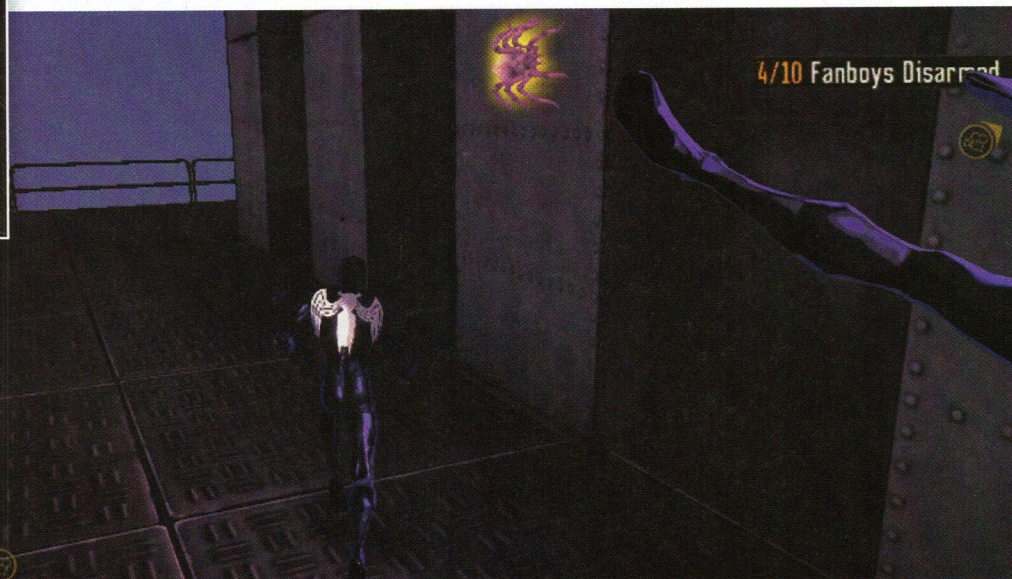
AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

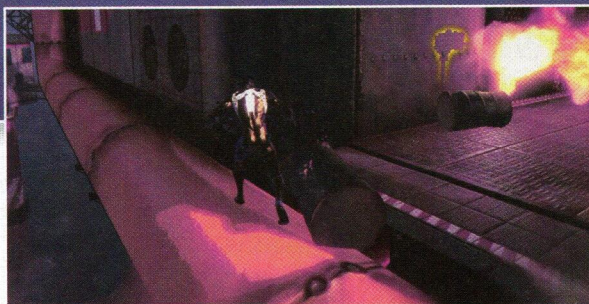
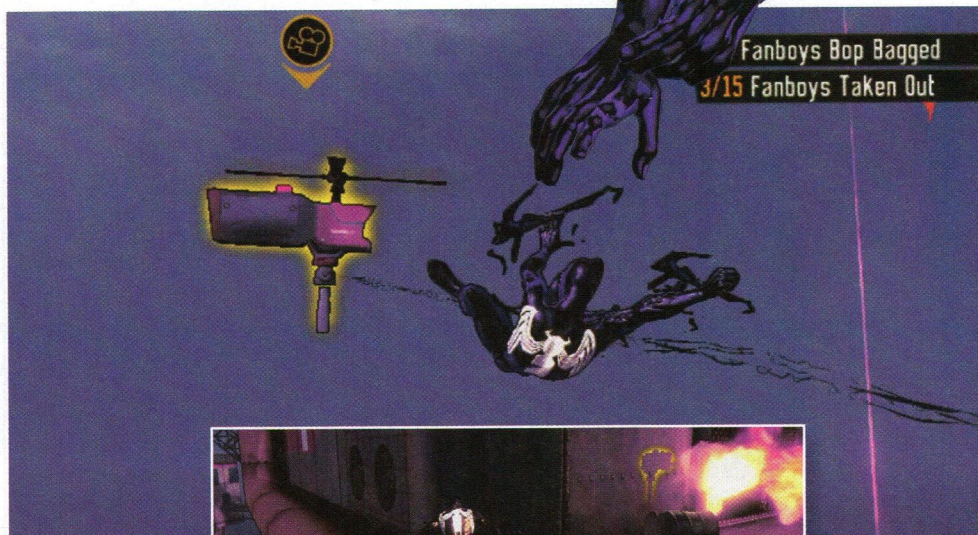


BACKUP CAMERAS ACTIVATED

Destroy the first eight cameras and Deadpool deploys four more, in places that are harder to reach. Finish collecting Spider Emblems and Hidden Spiders *before* taking out these cameras, because afterward you will be moving on immediately.

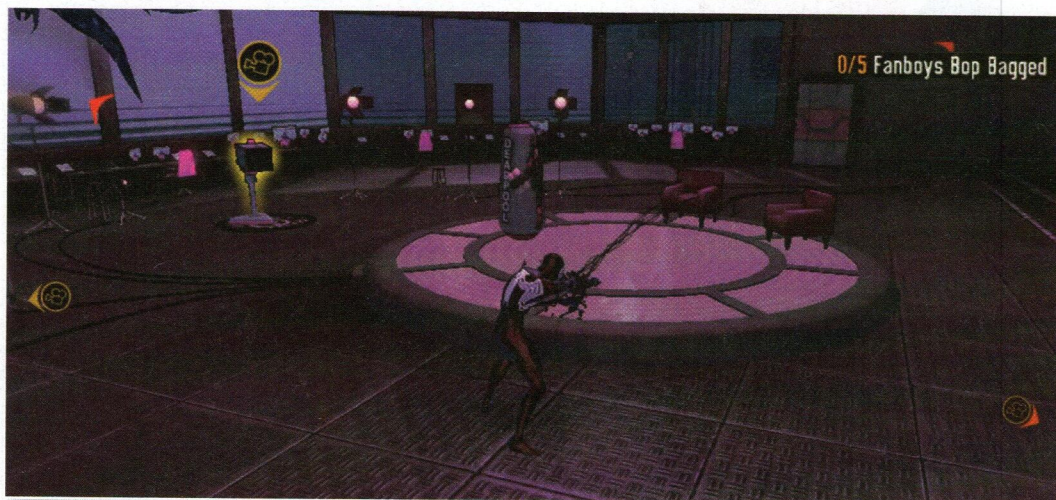
One camera hovers above the oilrig, kept aloft by a small rotary blade. Jump toward it and web-strike it to take it out.

Another camera mounted with flame-throwers is secured inside a cage area. Avoid getting too close or you'll be engulfed in flames. To reach the camera, move onto the pipe running alongside the platform to the left. Follow the pipe to a large white arrow painted on the side of the oilrig. Wall-crawl through the vent and into the room behind the camera, and smash it up.



READY FOR YOUR BIG DEBUT!?!?

One camera is inside a small television studio. The camera reflexively disappears into the floor if you approach it. Instead, grab an object in the studio and throw it at it. Or, touch the bop bag in the center of the area and quickly run away. The bop bag detonates a few seconds after it is touched.



MEET MY BIGGEST FAN!

Above the studio runs a catwalk that leads into another room with a camera. Upon entering the room, Spider-Man is sealed in with several Fanboys and a Huge Deadpool Fan. Take out the Fanboys and the camera, then hurl objects at the Huge Deadpool Fan to weaken him. Avoid his attacks, then activate Rage and counterstrike immediately afterward. Keep dodging his attacks and ambushing him from the sides until the Grab button icon appears over his head, then take him out with a finishing grab.



06

HUGE SURPRISE!

- ▶ OBJECTIVE: WIN the fight against the first Huge Deadpool Fan.
- ▶ SPIDER ESSENCE: +1500

Defeating the first Huge Deadpool Fan encountered in the small arena where one of the last four cameras is housed is required in order to proceed with the level.

07

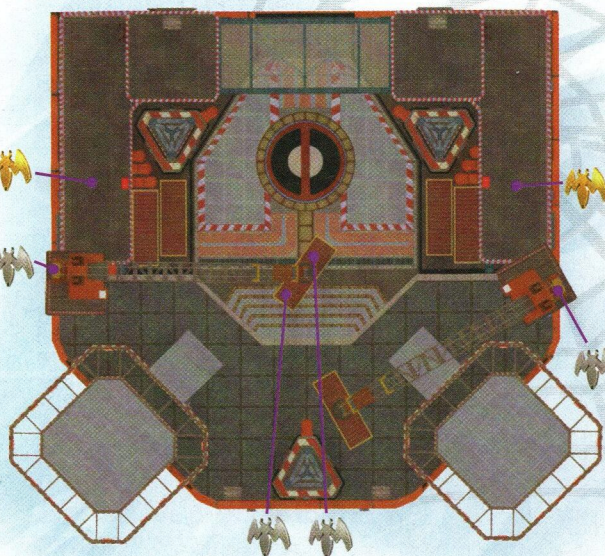
TECHNICAL DIFFICULTIES

- ▶ OBJECTIVE: Destroy ALL of the cameras on the first oilrig.
- ▶ SPIDER ESSENCE: +2000

Destroying all of the cameras on the first oilrig is required in order to continue to the second oilrig.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

BOSS DEADPOOL

Creating the perfect boss fight strategy is very difficult when your adversary simply won't take the matter seriously! You'll see what I mean after your first few combos connect: Deadpool teleports away and takes a phone call. A *phone call*?! In the middle of a boss fight? Geez!

HP: 40,000

3-HIT BLADE STRIKE:

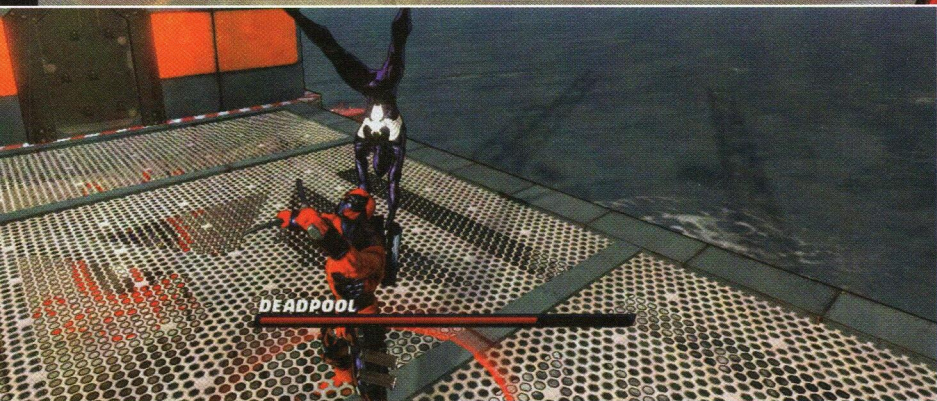
5000, 5000, 10,000

GUNS: 8 bullets x 2500 each

GRENADES: 15,000

BACKFLIP: 10,000

PLAY OPOSSUM: 10,000



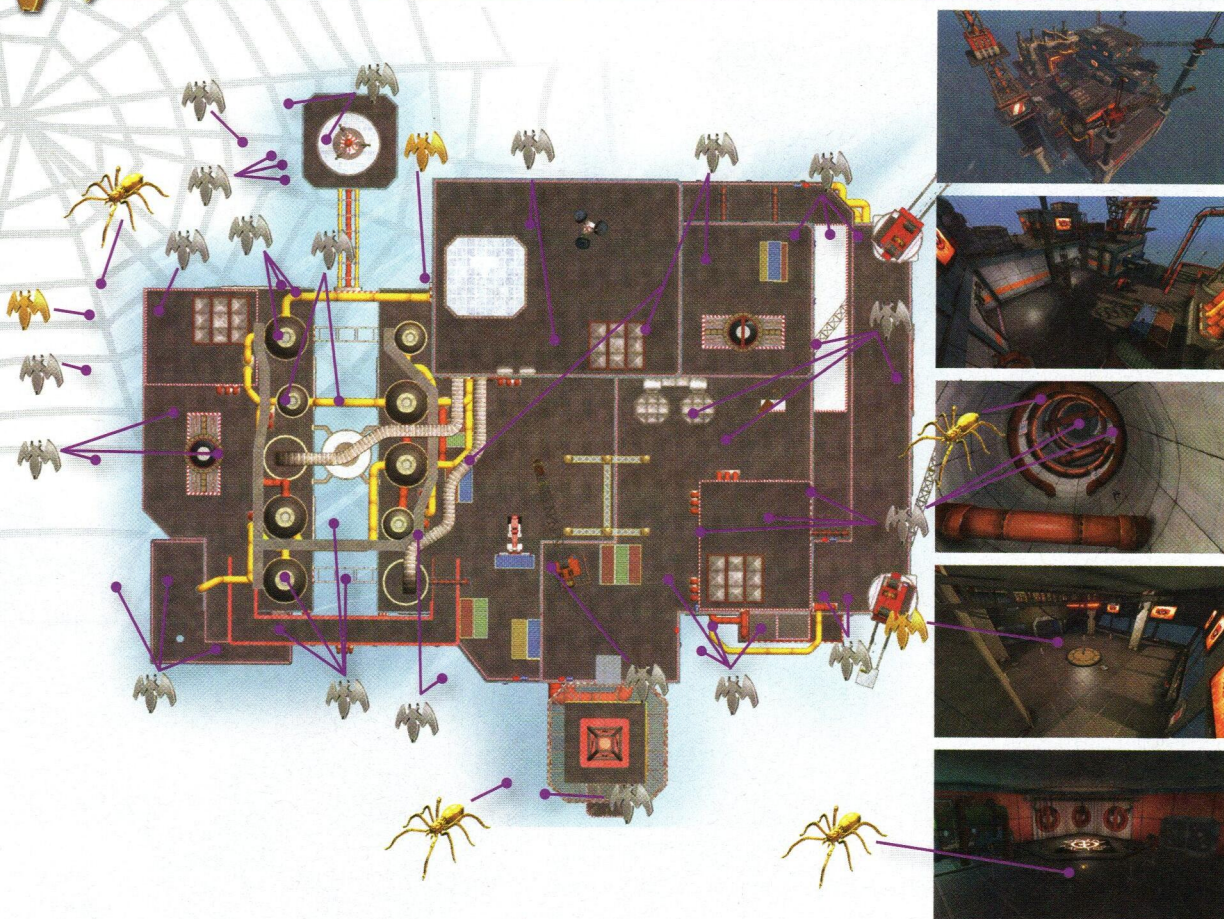
Each time Deadpool teleports away, use your Spider-Sense to find him and rush toward him. Ignore the Fanboys who appear at his command—as much as possible. Press the Grab button while the icon appears over his head to get him off the phone and bring him back into the fight. Activate Rage Mode, hit him a few times, and then follow him to his next teleport location.

A few Spider Emblems are located on the special platform where this boss fight occurs. Web-jump up high to find them when Deadpool's health starts getting low. Otherwise just keep hitting him until he decides that it's time to exit stage left.





AREA MAP



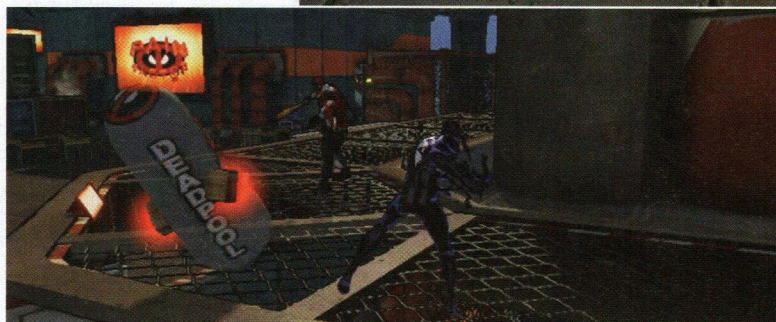
SHIFT OF SCENERY



Spidey hitches a ride to Deadpool's *other* oilrig. After he web-zips into a large silo, jump onto the wall and crawl up the inside of the tall cylinder. Crawl through the gap in the first pipe, then crawl to the left until you find a **Hidden Spider**. Watch out for steam vents in the walls; allow them to blow, then crawl over them when they're off.

Continue crawling to the top and through the hole in a grated floor. Press Jump to drop to the floor and go through the doorway. When the nearby group of Fanboys are done chatting, allow them to come after you. Lure them close to the bop bags on the platform, then touch the bop bags and run away. Catch Fanboys in bop bag detonations five times while exploring the second oilrig to complete the "Bop Bag Surprise" challenge.

Meanwhile you have another entire oilrig to explore, full of Spider Emblems and Hidden Spiders to collect, and Fanboys of all sizes to eliminate. Refer to the area map above to locate all items before destroying the cameras.



RAGE AGAINST THE SHIELD

New on the second oilrig are Fanboys with shields. Activate Rage Mode to take them out quickly. If the Rage Meter is too low, strike their shields once or twice to make them tense up, then quickly roll behind them for an ambush.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

08 BOP BAG SURPRISE

- ▶ **OBJECTIVE:** Hit 5 Fanboys by detonating Deadpool Bop Bags.
- ▶ **SPIDER ESSENCE:** +2500

Notice those bop bags featuring Deadpool's likeness, each wired with four pounds of C4? Touching one of those starts it beeping, and it detonates seconds later. The challenge is to touch one while an enemy is standing nearby and move just far enough away that the blast doesn't hurt Spider-Man, but damages the enemy. Inflict five such hits on enemies while navigating around the second oilrig to complete this challenge. The best location is the lower deck area, when seven cameras with flamethrowers are lined up.

09 MOSH PIT

- ▶ **OBJECTIVE:** Lure Huge Deadpool Fans into hitting 5 Fanboys.
- ▶ **SPIDER ESSENCE:** +2500

While exploring the second oilrig hunting for Spider Emblems, Hidden Spiders and cameras, you're likely to encounter mixed groups of Fanboys and Huge Deadpool Fans. Remain in Defensive Stance, lock on to the Huge Deadpool Fans, and circle around them at close to medium range. This will lure the Fanboys within range of the big guy so that his hammer spin attacks will most likely strike several Fanboys at once. Use this tactic to damage five different Fanboys and complete this challenge.



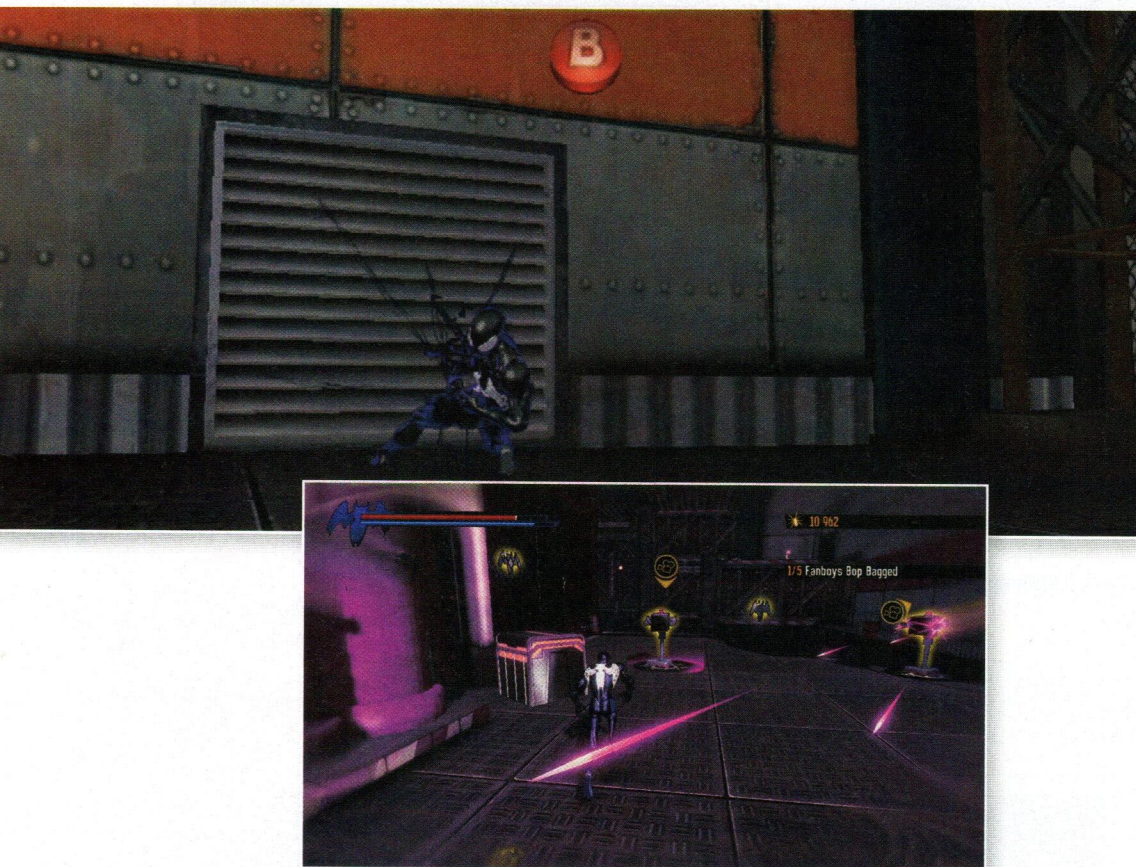
10 HUGE DISAPPOINTMENT

- ▶ **OBJECTIVE:** Take down 3 Huge Deadpool Fans by performing a finishing grab.
- ▶ **SPIDER ESSENCE:** +5000

When a Huge Deadpool Fan sustains enough damage, he falls to one knee and the Grab button icon appears over his head. Grab the Huge Deadpool Fan at this point to execute a finishing grab. You may have already done this twice before to the two Huge Deadpool Fans you've encountered before; do it once more on the second oilrig to complete this challenge.

NINE CAMERAS ON OILRIG #2

One of the nine cameras you must destroy is located within a deep loading bay. The camera is protected in a small alcove behind a mesh fence. To reach the camera, web-pull the nearby vent panel. Go through the small tunnel into the room behind the camera and smash it.



11 EMBLEM COLLECTOR

- ▶ **OBJECTIVE:** Collect 90 Spider Emblems.
- ▶ **SPIDER ESSENCE:** +2500

By collecting all of the Spider Emblems on the first oilrig and most of the ones on the second, regardless of Deadpool teasing you, you'll complete this challenge.

Two of the cameras are like little helicopters, hovering above the oilrig. Web-clip to a high perch point, jump toward the heli-cameras, and web-strike them to take them out.

Two cameras with mounted machineguns are located in close proximity on one of the lower side decks. Web-strike them to take them out. Another camera pops up behind them. Take this one out, and another pops up down the path. Take out this camera, then avoid the moving wall and continue to the edge of the platform. Destroy the camera there, then web-swing to the lower back corner of the oilrig and take out the last camera.

SEVEN MORE FLAMETHROWING CAMERAS

Seven more cameras pop up on the far side of the oilrig, all on the same deck. The cameras protect themselves and each other with flamethrowers. The only way to get behind them is by web-zipping to the deck directly above and dropping through a trapdoor. When you find your way behind the cameras, a large group of Fanboys attempts to stop you from smashing them. Activate the bop bags in the area to help eliminate the Fanboys, and trigger Rage Mode and keep attacking enemies for as long as possible.



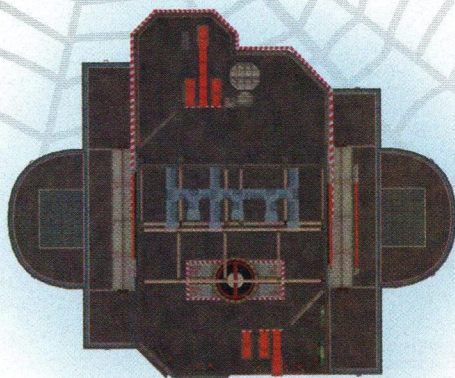
SECONDARY FILM CREW

Just to be annoying, two more cameras pop up just when you thought you were all done. One of the cameras is inside a large television studio. As before, the camera will withdraw into the floor if you approach. After Deadpool is finished jabbering, grab the furniture in the studio and throw it at the camera to smash it. Another machinegun-equipped camera rises in the corner. Destroy it quickly and take out the large group of Fanboys who flood the room.

The other camera appears on the round platform between the two segments of the oilrig. Smash it and four more shooting cameras rise all around you. Take out one, then sneak around the columns to get behind the other cameras. Destroy them all.



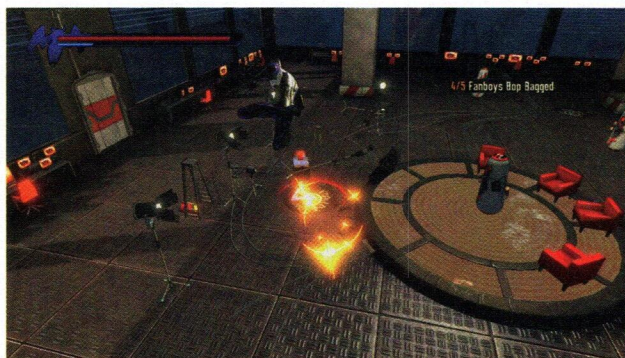
AREA MAP



13 PUBLICITY STUNT

- ▶ **OBJECTIVE:** Take out 15 Fanboys during one of the commercial breaks.
- ▶ **SPIDER ESSENCE:** +3000

The "commercial break" lasts for approximately 90 seconds. You must eliminate 15 enemies during that period of time. As indicated in the walkthrough, the best ways to fulfill your quota are by lobbing explosive barrels into the group or by jumping into the fray and triggering Rage Mode. Avoid locking-on to the Huge Deadpool Fan, since you've little chance of eliminating him and 14 others in the time allotted.



12 SHOW CANCELLED

- ▶ **OBJECTIVE:** Destroy ALL of the cameras on the second oilrig.
- ▶ **SPIDER ESSENCE:** +3000

Destroying all cameras on the second oilrig is required to complete the level, thus clearing this challenge.

LET'S TAKE A COMMERCIAL BREAK...

Spider-Man pursues Deadpool to a smaller derrick apart from the second oilrig. Enter the small building. Deadpool decides it's time for a short commercial break, during which the Fanboys will keep Spider-Man "entertained." This is a great opportunity to complete challenges such as Bop Bag Surprise and Mosh Pit if you haven't already. Hurl explosive barrels to take out the group quickly. Activate Rage Mode in the midst of the group to eliminate another host of enemies.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

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ULTIMATE

ACT 3

AMAZING

NOIR

2099

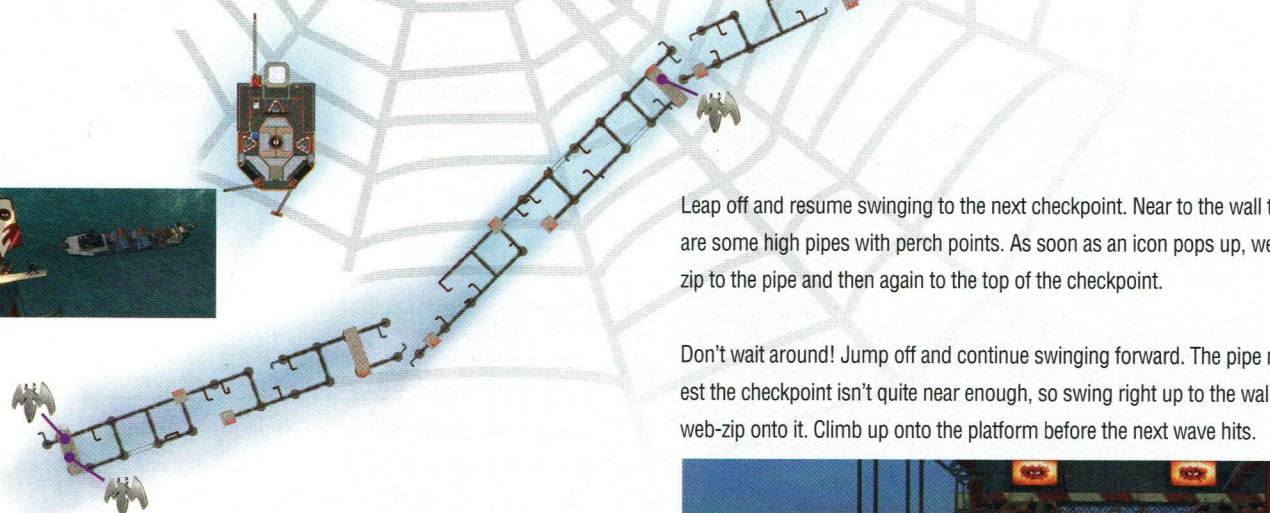
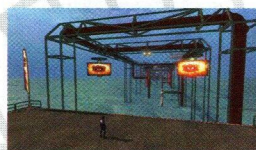
ULTIMATE

FINAL ACT





AREA MAP

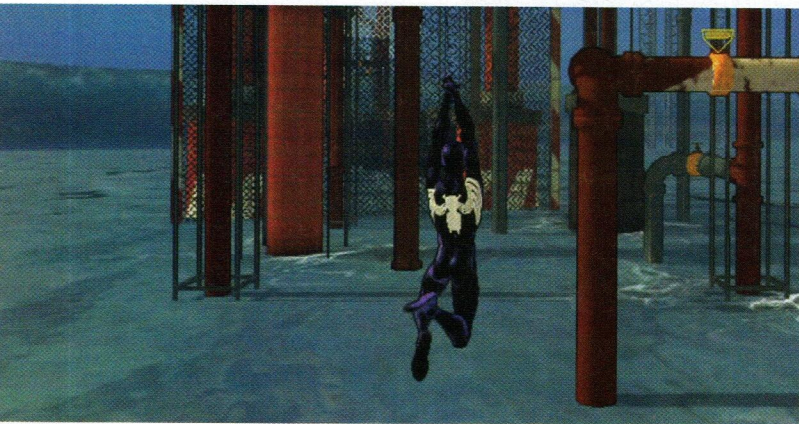


Leap off and resume swinging to the next checkpoint. Near to the wall there are some high pipes with perch points. As soon as an icon pops up, web-zip to the pipe and then again to the top of the checkpoint.

Don't wait around! Jump off and continue swinging forward. The pipe nearest the checkpoint isn't quite near enough, so swing right up to the wall and web-zip onto it. Climb up onto the platform before the next wave hits.

SWING FOR YOUR LIFE!

Exit the building and proceed to the edge of the balcony. Deadpool's decided to shut down his show and retool... by which he intends to trigger a series of tidal waves to wipe out the oilrigs. As soon as you regain control, start web-swinging along the pipeline as fast as possible. Boost your swings, letting Spider-Man fly forward after each swoop. The first tidal wave should be approaching as you near the first checkpoint. At the top of your swing, double-jump upward and web-zip over to the platform. You must reach the checkpoint before the wave reaches you or it's back to the beginning.



14 STAYING DRY

- ▶ **OBJECTIVE:** Race through the pipeline and get to the diving board in under 1 minute.
- ▶ **SPIDER ESSENCE:** +3000

Given the circumstances, there is little choice but to reach the diving board in 1 minute or less. You must boost your Web-Swings in order to reach each checkpoint in time, and then you must web-zip onto the diving board to be ready for the ship to go past. There is no time to do anything else!

WEB-ZIP ACROSS THE SHIP

Grab the Spider Emblem on the platform and web-zip over to the end of the diving board. As the next tidal wave rises, it carries a cargo ship past. Web-zip to the cargo boat, then quickly zip across its perch points before it flips over on you.



Wait on the last perch point as the ship moves past a crane derrick. As soon as you see a perch icon appear on the nearest hanging cargo container, web-zip over to it.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

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ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT





BOSS CHAOS DEADPOOL X3

Utilizing the power of the Tablet fragment, Deadpool splits himself into three versions of himself, each specializing in one of his combat talents. In order to complete a challenge associated with this battle, you must defeat the Deadpool who totes guns first, then the one brandishing swords, then the one with grenades.

Meanwhile, the Deadpools utilize a variety of special attacks. One involves a Deadpool grabbing and holding Spider-Man while another interviews him. There must be at least two Deadpools remaining to pull off this stunt. This attack slowly drains health, but also fills the Rage Meter by massive amounts. Press the Grab button to break free of this grip.

HP: 20,000/Deadpool

3-HIT BLADE STRIKE:

2500, 2500, 5000

BULLET BARRAGE:

8 bullets x 1750 each

GRENADES: 7500

BACKFLIP: 5000

INTERVIEW GRAB:

600 per second

INTERVIEW MIC HIT: 5000

The Fanboys respond to any Deadpool's death by dropping activated bop bags into the ring. Web-zip onto the fence or run away from the bop bags before they detonate to avoid damage. Continue dodging explosions until Deadpool calls for round 2.



Otherwise the best strategy is to target one Deadpool and attack only him until you've eliminated him. The grenades thrown by one version do a little harm but fill the Rage Meter by significant amounts, so whether you're trying to clear the challenge or not, leave the grenadier until last. When the Deadpool you're after folds up and defends himself, you'll find his guard is unbreakable and the best move is to evade roll away and start a new attack. Trigger Rage Mode as soon as it's ready and attack one Deadpool until you've eliminated him from the battle.





Web-strike the sword fighter and beat him continuously. Deadpool calls the second round early, whether one of his incarnations is defeated or not. More barrages of bop bags fall from the sky. Eliminate a Deadpool as soon as he returns to the ring. Then quickly trigger Rage Mode and take out the remaining Deadpool to win the battle.



15 ORGANIZED CHAOS

- **OBJECTIVE:** In the final fight, beat all three Deadpools in the following order: Guns, Swords, Grenades.
- **SPIDER ESSENCE:** +8000

Defeat the gun-shooting Deadpool first, then the sword-wielder, then the grenadier to complete this achievement.

RANKING: LEVEL 8

LEVEL 8 RANKING CRITERIA

MEDAL	COMBO RATING	EMBLEMS COLLECTION	CLEAR TIME
	19,000+	105+	00:35:00 or less
	15,000 - 18,999	90 - 104	00:45:00 - 00:34:59
	13,000 - 14,999	40 - 89	01:00:00 - 00:44:59
	0 - 12,999	0 - 39	01:00:01+

BONUS GALLERY UNLOCKS:

EASY MODE	NORMAL	
CHARACTER BIOS	DIMENSION	CONCEPT ART
Deadpool	Ultimate	Deadpool 1-7

HARD	
DEADPOOL	FANBOYS

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

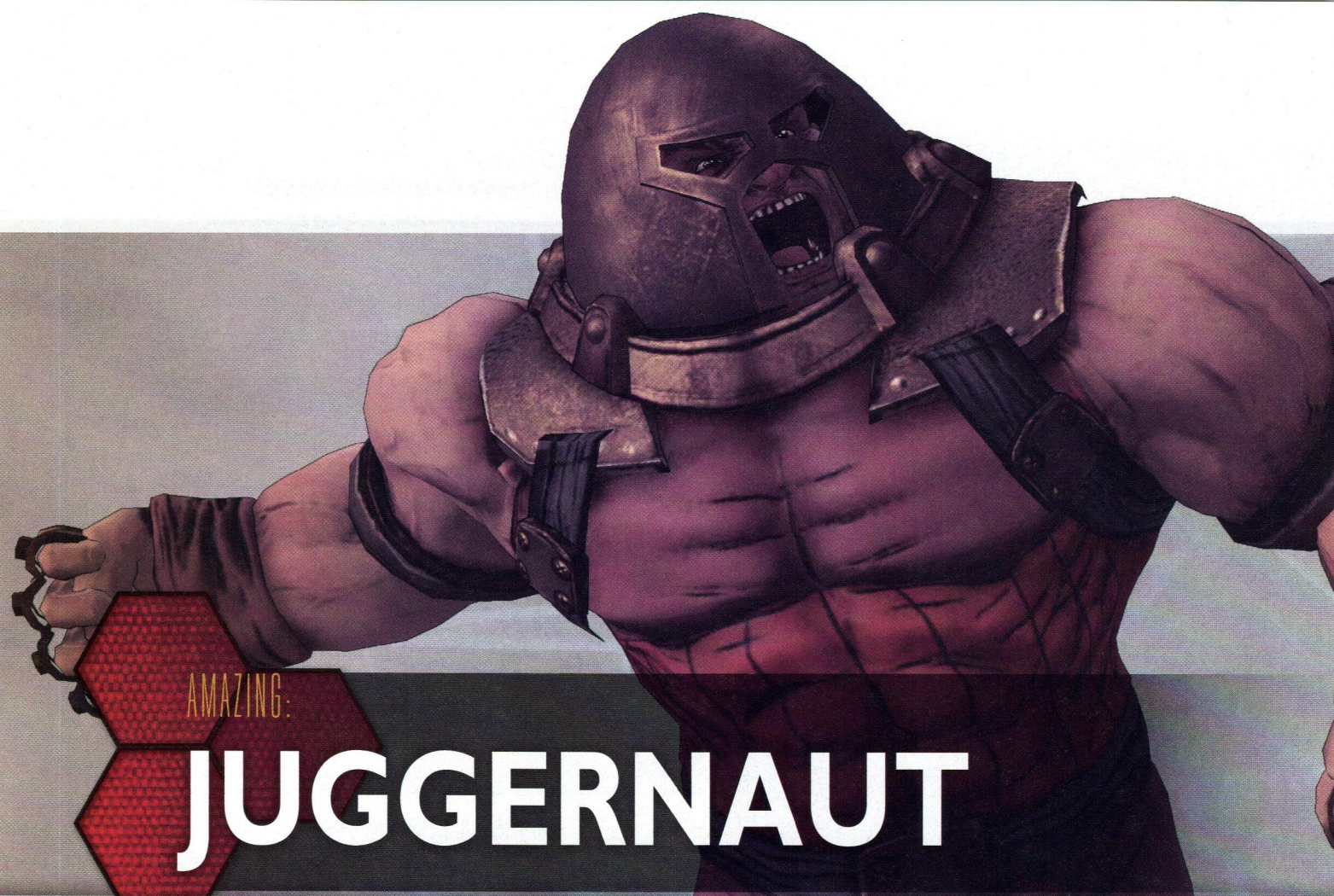
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ULTIMATE

FINAL ACT

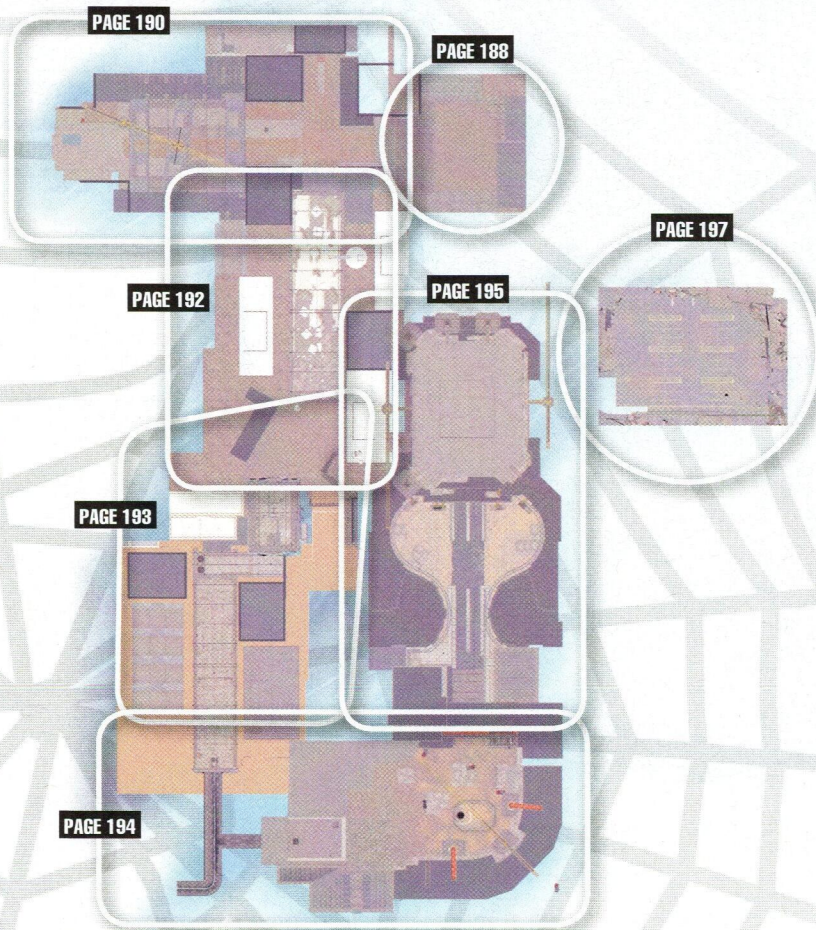




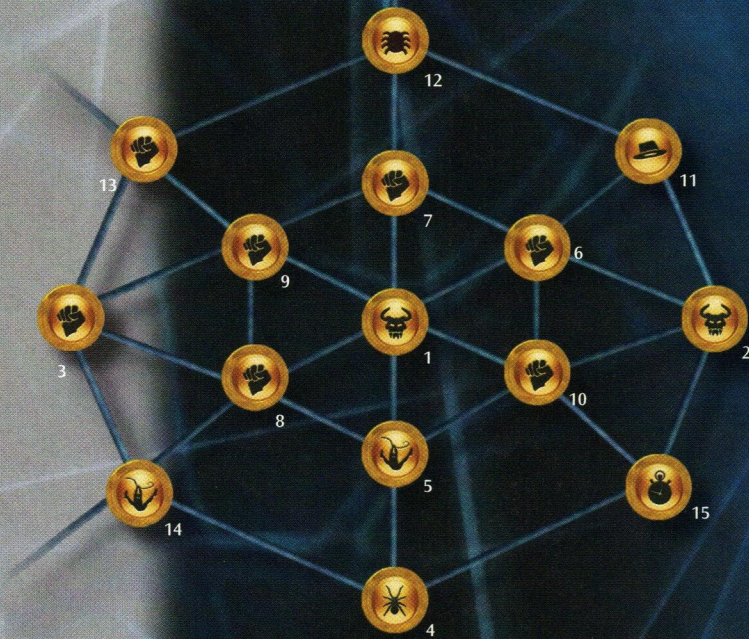
AMAZING:

JUGGERNAUT

STAGE MAP



ENEMIES ENCOUNTERED



WEB OF DESTINY

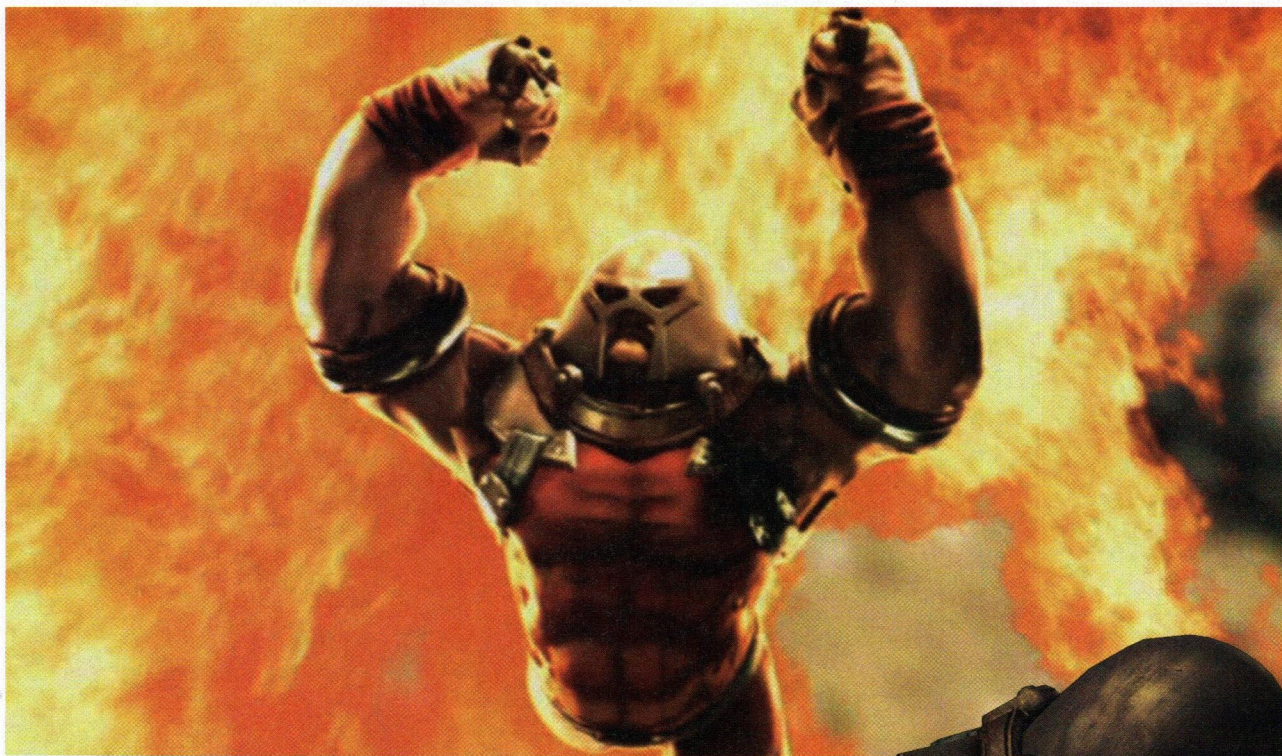
- 1 HEAD
- 2 MAKE ROOM!
- 3 WILD PACKED!
- 4 SPIDER COLLECTOR
- 5 NIMBLE JUMP
- 6 CHARGE BLAST
- 7 RAINING PIPES!
- 8 GIVE ME YOUR GUN
- 9 GROUP HUG
- 10 YES CAPTAIN!
- 11 EMERGENCY SHUTDOWN
- 12 EMBLEM COLLECTOR
- 13 CLEARANCE
- 14 GOING UP!
- 15 ASCENSION



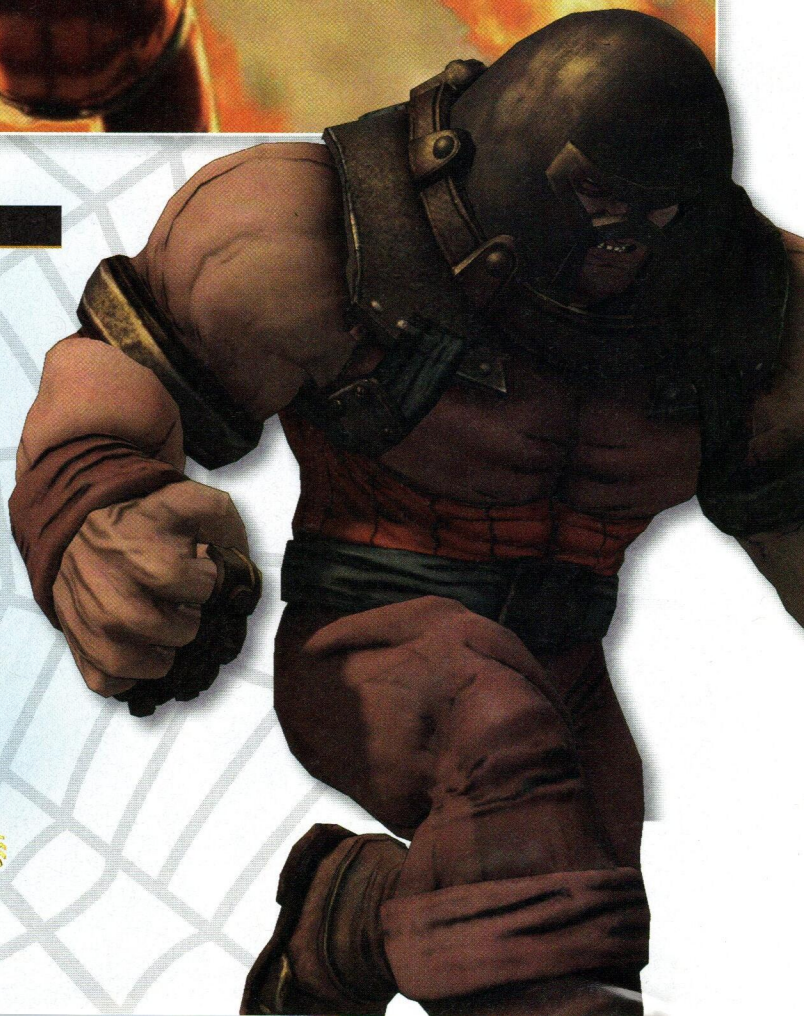
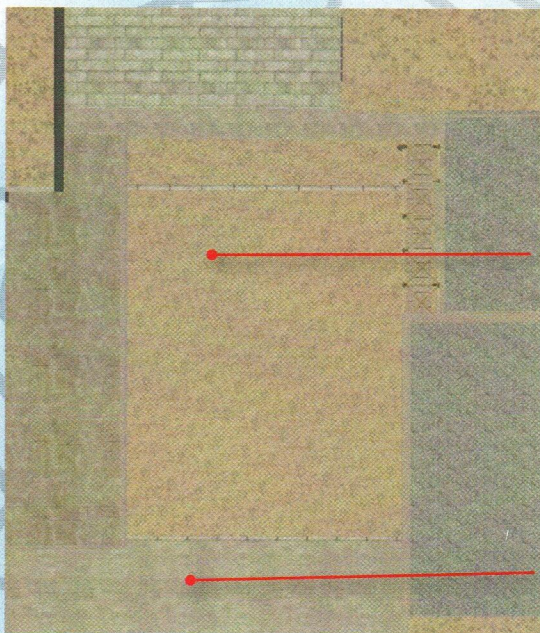
ENEMY	TYPE	HP
Wild Pack Merc	Light Human (Sword)	7400
Wild Pack Gunner	Light Human (Ranged)	4750
Wild Pack Riot	Light Human (Shield)	4750
Wild Pack Captain	Medium Humans (Captains)	18,000

THAT TABLET IS MINE!

Time to stop the unstoppable Juggernaut... and ask him to please kindly hand over the Tablet fragment. As if Juggernaut finding the fragment wasn't bad enough, Silver Sable and the Wild Pack have tracked Juggernaut to this location, having been offered a sizable bounty to find him. It's going to be a rough day at the office for Spider-Man...



AREA MAP



JUGGERNAUT

REAL NAME: Cain Marko

IDENTITY: Known to authorities

CITIZENSHIP: U.S.A. with a criminal record

PLACE OF BIRTH: Berkeley, California

EDUCATION: High school (incomplete); some college; military basic training

FIRST APPEARANCE: *X-Men* #12 (1965)

When cowardly soldier Cain Marko deserted his military unit in the middle of a firefight, he took refuge in a strange cave... where he discovered the mystic Ruby of Cyttorak. Upon touching the gem, he was transformed into a living Juggernaut, a being of untold strength and might! Thanks to the ruby's magical powers, once the Juggernaut decides to head in any direction, no force or obstacle can get in his way.

Though a power like that could be an incredible force for good, Juggernaut chooses to do whatever he wants, take whatever he wants, and take down any super hero who's dumb enough to stand against him. Luckily for Spider-Man, this super villain isn't the smartest guy in the world. He can be tricked, redirected, or slowed down. But due to the Juggernaut's magic enchantment, he is fond of saying: "NOTHING CAN STOP THE JUGGERNAUT!"

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

BOSS JUGGERNAUT

Keeping in mind that Juggernaut is unstoppable while moving, avoid his bull rush attacks by dodging out of the way or by web-zipping up to the horizontal beams jutting from the nearby construction. After Juggernaut destroys something in the area or hurls a vehicle at Spider-Man, he typically remains stationary for a moment, hunching over and catching his breath. Web-strike him and follow up with a short strong attack combo before leaping away to safety.

Goad Juggernaut into a short-range attack. Stand just a few yards away and he'll leap forward to pound Spider-Man. Dodge this attack by rolling away. When Juggernaut misses, he becomes stuck in a crouched position for several seconds. Hit him with a brief strong attack combo. When he crosses his arms in defense, back away and prepare for another leap.

Inflicting a large amount of damage early in the battle may yield an opportunity to grab him and swing him around the area. This is fun and inflicts a good amount of damage. Otherwise continue pounding at Juggernaut each time he stops to whittle his health meter down.



HP: 85,000

BASH: 8500

CHARGE: 15,000

DASH GRAB: 12,000

3-HIT COMBO: 16,000

MIXER TRUCK THROW: 12,000

PICK-UP THROW: 8500

BULLDOZER THROW: 8500

GAS TANK THROW: 16,000

STOMP: 10,000

WEB-COUNTER: 11,000

REPEL: 10,000



01 HEAD FIRST

- ▶ OBJECTIVE: Win the first battle against Juggernaut.
- ▶ SPIDER ESSENCE: +3000

This challenge must be completed in order to proceed with the level.

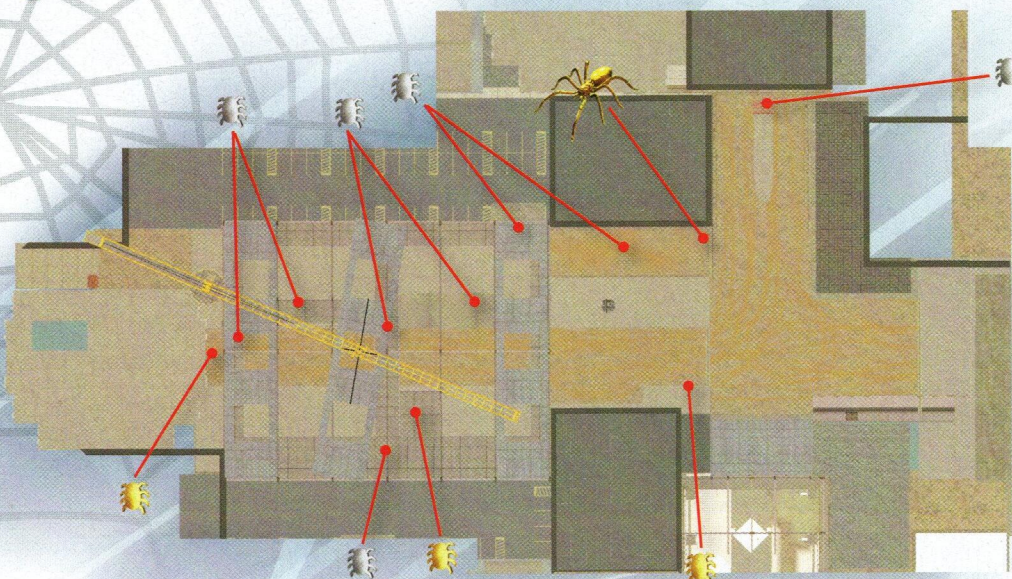
02 MAKE ROOM!

- ▶ OBJECTIVE: Get Juggernaut to destroy 50 objects in the first encounter.
- ▶ SPIDER ESSENCE: +3000

By holding back and giving Juggernaut free reign to charge around and throw as many vehicles as he likes, you can virtually allow this challenge to complete itself. One thing's for certain, put Juggy into a relatively enclosed area with breakable objects and he is going to bust stuff.



AREA MAP



ENTER THE WILD PACK

Wild Pack mercenaries armed with swords invade the warehouse. Drop to the ground to take them on. These guys are quick and merciless. Hold the Defensive Stance button to evade their first few slashes, and then roll to either side to avoid their finale strikes. The best strategy against Wild Pack swordsmen is to knock them off their feet with an Air Launcher, then follow up with an aerial combo. This isn't the quickest way to get rid of them, but it reduces the damage sustained from ambushes. Silver Sable's helicopter waits



outside throughout the battle; avoid fighting in the center of the warehouse or she'll cut you apart with the helicopter's .40 caliber.

Clear out the warehouse and collect the Spider Emblems inside. The back wall can be smashed open to reveal a Golden Spider Emblem as well.

03 WILD PACKED!

▶ **OBJECTIVE:** Hit Wild Pack Mercenaries with 10 objects.

▶ **SPIDER ESSENCE:** +3000

When the Wild Pack inside the warehouse begin to thin out in numbers, say five or less, web-clip to the upper levels. Grab crates and barrels and hurl them at the mercenaries until you complete this challenge.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

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ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

SILVER SABLE

REAL NAME: Silver Sablinova

IDENTITY: Publicly known

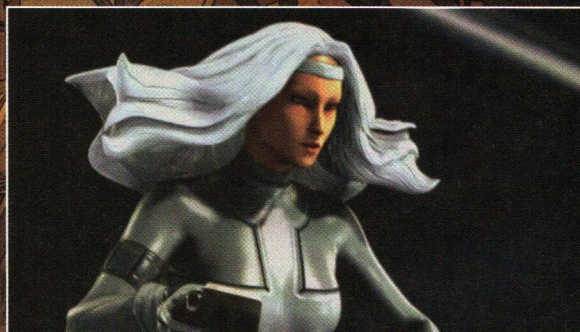
OCCUPATION: Mercenary, thief, model; former CEO of Silver Sable International

CITIZENSHIP: Symkaria

PLACE OF BIRTH: Symkaria

EDUCATION: College graduate

FIRST APPEARANCE: *Amazing Spider-Man* #265 (1985)



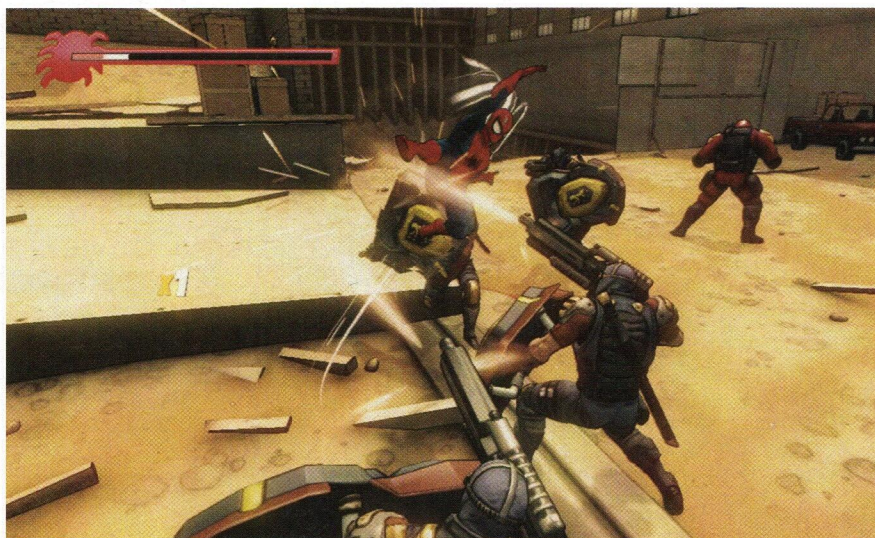
Silver Sablinova, known around the globe as Silver Sable, is the leader of the Wild Pack, the best bounty-hunting team money can buy. In fact, she is so good that the rewards she collects for capturing convicts provides enough income to fund an entire country, her homeland of Symkaria.

When she's not sipping champagne, wrapped in silver stoles, and living a life of luxury, Silver Sable is taking down super villains around the world. From time to time, she and Spider-Man will work together to take down the same bad guy. However, if Spider-Man does get in the way of her latest target (and paycheck), Silver Sable has no problem taking Spidey on too!

THE RIOT FORCE



Exit the warehouse. Four shielded Wild Pack mercenaries and a Captain drop to the ground. Without benefit of Rage Mode or Accelerated Vision, the easiest way for Amazing Spider-Man to take out shielded foes is with a Web-Strike evade (press Jump during a Web-Strike). This move puts Spider-Man directly behind shielded foes, ready to attack from behind. Before defeating the last man, collect the Spider Emblems in the area. Also, the first **Hidden Spider** is crawling on the wall in the enclosed area to the left.



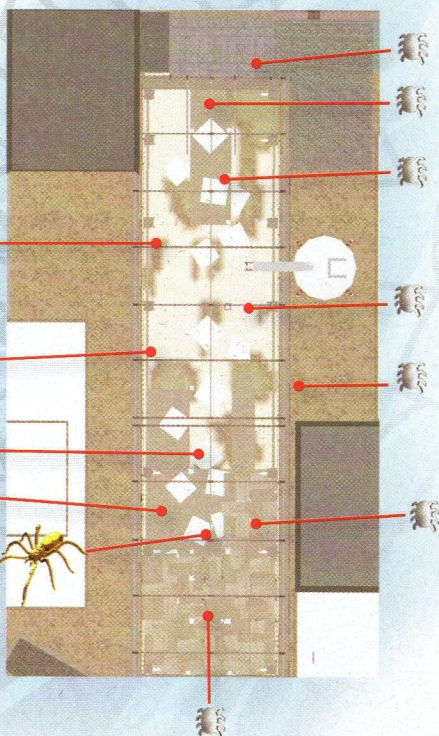
04 SPIDER COLLECTOR

- ▶ **OBJECTIVE:** Find ALL of the Hidden Spiders.
- ▶ **SPIDER ESSENCE:** +5000

The Hidden Spider crawling on the wall just outside the first warehouse is but the first of eight you must find to complete this challenge.



AREA MAP



HE SURE LIKES THROWING STUFF

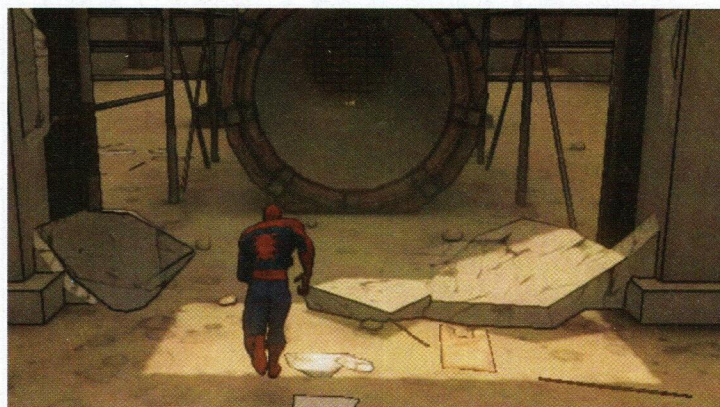
Juggernaut stands at the far end of a building under construction, hurling objects one after another at Spider-Man. He'll quit when you get more than halfway across the room. Before then, try to web-zip using five of the objects he hurls to complete the Nimble Jump challenge.



Also, while Juggernaut is flinging the construction yard's contents, position Spider-Man on the ground so that Wild Pack gunners are between him and Juggernaut. Stand right behind them while facing Juggy's direction. This way they might get hit by the things he throws, thus completing the Raining Pipes! challenge. There are several challenges associated with the Wild Pack that you should start undertaking at this time.



At the halfway point of the room, the base wall below the higher ledge can be smashed to reveal a drainpipe, inside which crawls another **Hidden Spider**.



05 NIMBLE JUMP

- ▶ **OBJECTIVE:** Zip jump over 5 objects thrown by Juggernaut.
- ▶ **SPIDER ESSENCE:** +3000

Perch point icons appear on objects that Juggernaut throws as they approach your position. Press the Web-Zip button with quick timing to zip above five such flying objects to complete this challenge.

06 CHARGE BLAST

- ▶ **OBJECTIVE:** Blind 5 Wild Pack mercenaries using the charge attack.
- ▶ **SPIDER ESSENCE:** +5000

While facing off against Wild Pack swordsmen and gunners on the ground, press and hold the Fast Attack button to prepare a Charge Attack. Release it into a man's face to blind him and knock him down temporarily. Do this to five separate enemies in this area to complete this challenge.

07 RAINING PIPES!

- ▶ **OBJECTIVE:** Cause 3 enemies to be hit by objects thrown by Juggernaut.
- ▶ **SPIDER ESSENCE:** +3000

As mentioned in the walkthrough, position Spider-Man on the far side of Wild Pack enemies, so that they fall between Juggernaut and the Wall-Crawler. This way the objects Juggernaut throws are more likely to hit three separate Wild Pack enemies, completing this challenge.

08 GIVE ME YOUR GUN!

- ▶ **OBJECTIVE:** Disarm 10 Wild Pack gunners.
- ▶ **SPIDER ESSENCE:** +3000

Use the Disarm upgrade to grab gunner's weapons and whip them around to knock 'em out. Repeat this ten times to complete this challenge.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

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ULTIMATE

ACT 3

AMAZING

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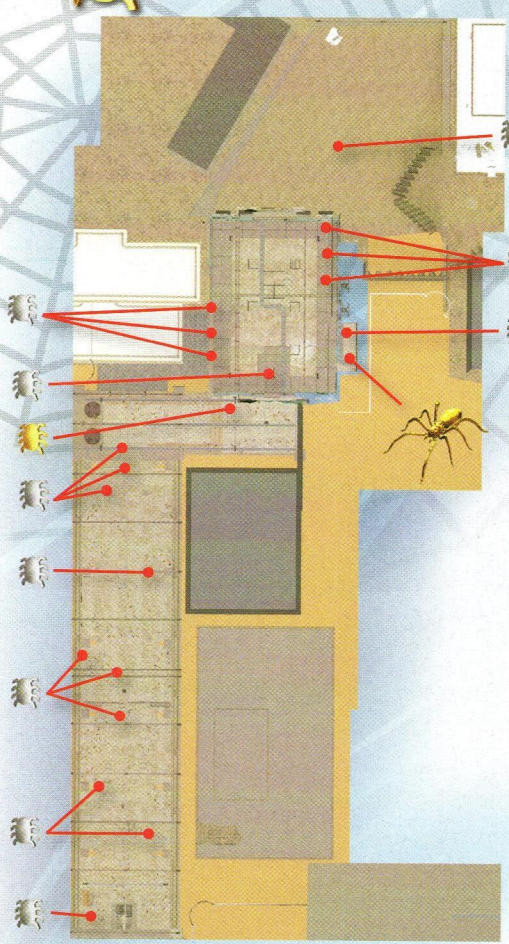
2099

ULTIMATE

FINAL ACT



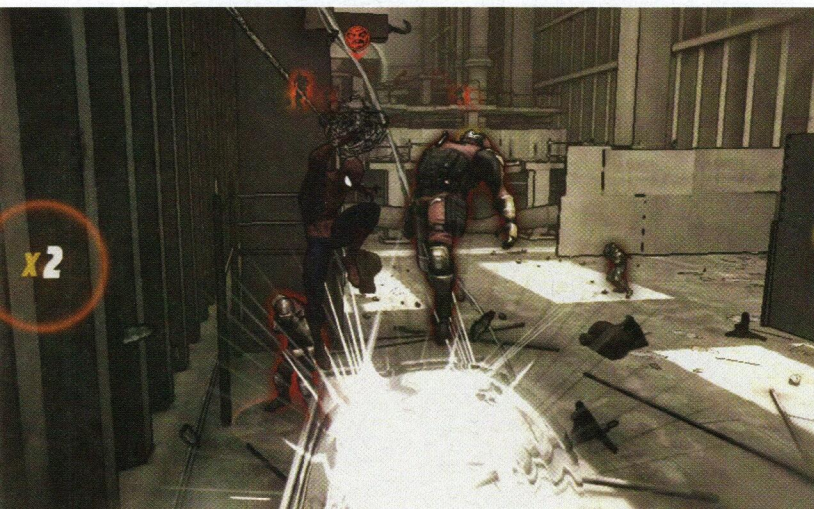
AREA MAP



CLOSE QUARTERS BATTLE

Follow Juggernaut out of the building. Cross the sandy courtyard and use a Web-Pull to remove the debris from the entrance of the next building, and enter. Activate your Spider-Sense when the Captains toss smoke grenades to obscure your view. Use Air Launchers to lift the Captains off their feet, and finish them off with mid-air combos. Web-Strike Evade the shielded officers to land behind them and launch your attack. Use the Disarm upgrade to yank the guns away from snipers on the upper level and bash them with their own weapons. When through, web-zip to the upper level and explore a small side room to find a Spider Emblem and a **Hidden Spider**. Rip off the vent cover in the main room and jump through the hole.





Head to the next corner and ambush the two gunners there. Rotate your camera around to see that Juggernaut stands at the end of another long construction area full of Wild Pack mercs. This is your last chance to complete certain challenges such as Nimble Jump and Raining Pipes!, so make the most of it. Otherwise, simply make your way across the room, defeating the enemy squads.

09 GROUP HUG

- ▶ OBJECTIVE: Throw or kick 5 enemies into other enemies.
- ▶ SPIDER ESSENCE: +3000

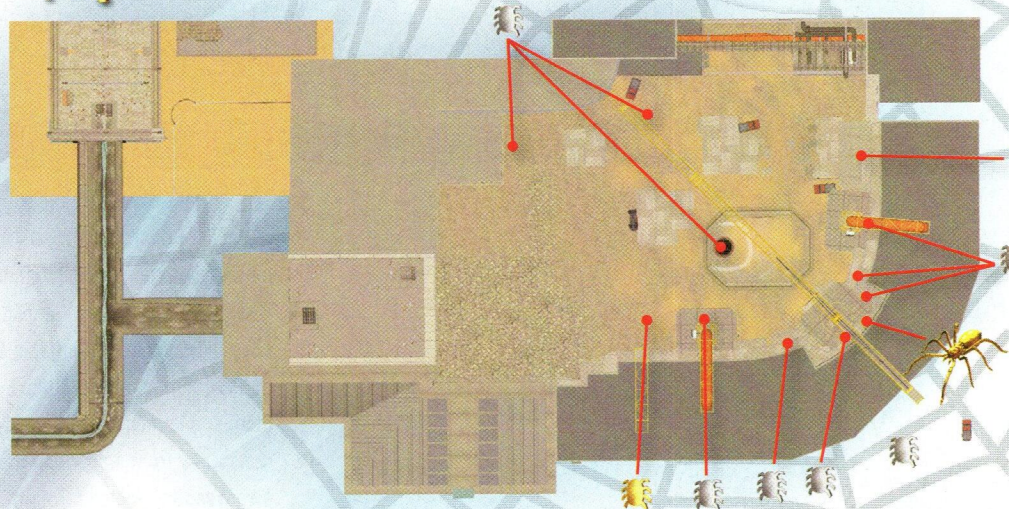
The Grab Swirl upgrade (50 challenges, 10,000 Spider Essence) makes completing this challenge in this area a breeze. Grab a gunner at close range, angle your camera to face another enemy, and press the Grab button to swing one foe into another. With the plentiful number of stationary gunners in this area completing this challenge should be a snap. Eliminate the Captains first if they interfere too often.

10 YES CAPTAIN!

- ▶ OBJECTIVE: Defeat 5 Wild Pack Captains.
- ▶ SPIDER ESSENCE: +5000

Having defeated all Wild Pack Captains encountered up to this point, you should now complete this challenge.

AREA MAP



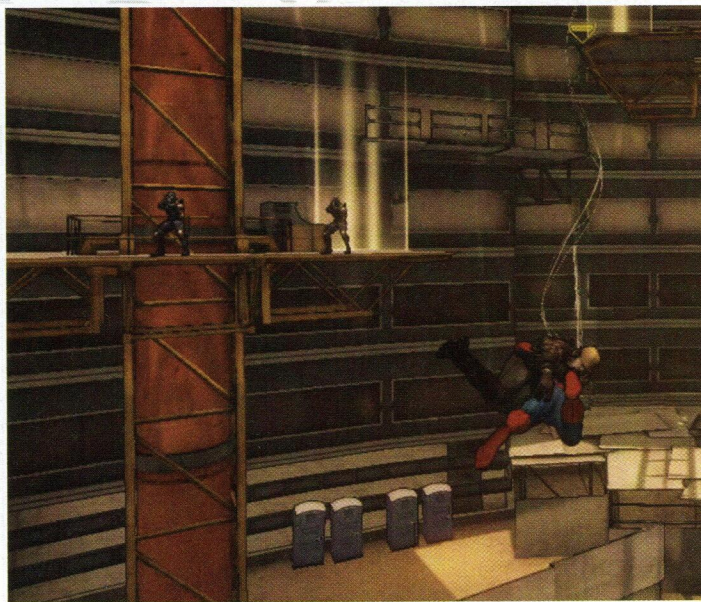
CUT OFF THE FLAMES

Follow Juggernaut up the sewer tunnel and to the left. The Wild Pack cuts off the path to the rest of the level. Spidey must rescue three civilian workers from a Wild Pack infested courtyard and deliver them to the workstations on the high platform near the building. Focus on eliminating the enemies who jump up on the platforms to engage Spider-Man, and on collecting Spider Emblems and rescuing the workers. Avoid staying on the ground too long in the center of the fight; it's an easy way to get killed by the mob. A **Hidden Spider** crawls on the wall near the lowest center platform set against the building.

11 EMERGENCY SHUTDOWN

- ▶ OBJECTIVE: Rescue the 3 workers in the Construction site.
- ▶ SPIDER ESSENCE: +3000

This challenge must be completed in order to proceed with the level.



12 EMBLEM COLLECTOR

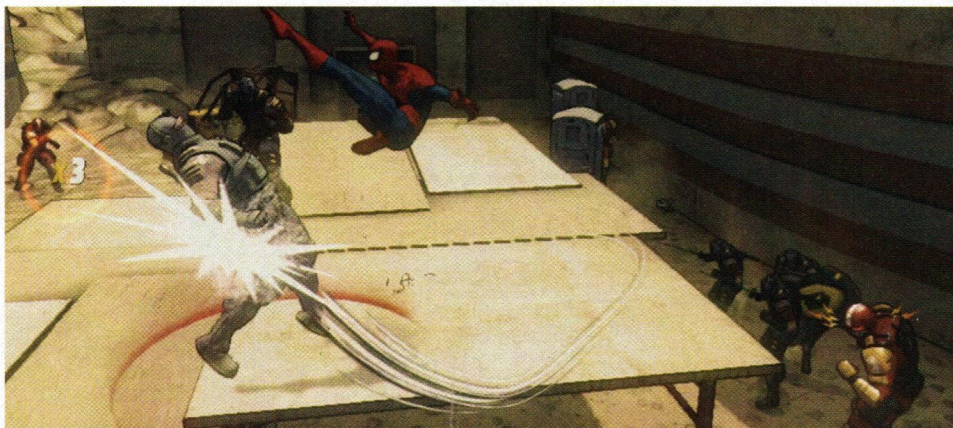
- ▶ **OBJECTIVE:** Collect 45 Spider Emblems.
- ▶ **SPIDER ESSENCE:** +3000

If you've been collecting Spider Emblems throughout the level until now, then you should be able to complete this challenge just by picking up a few more Emblems around the construction yard.

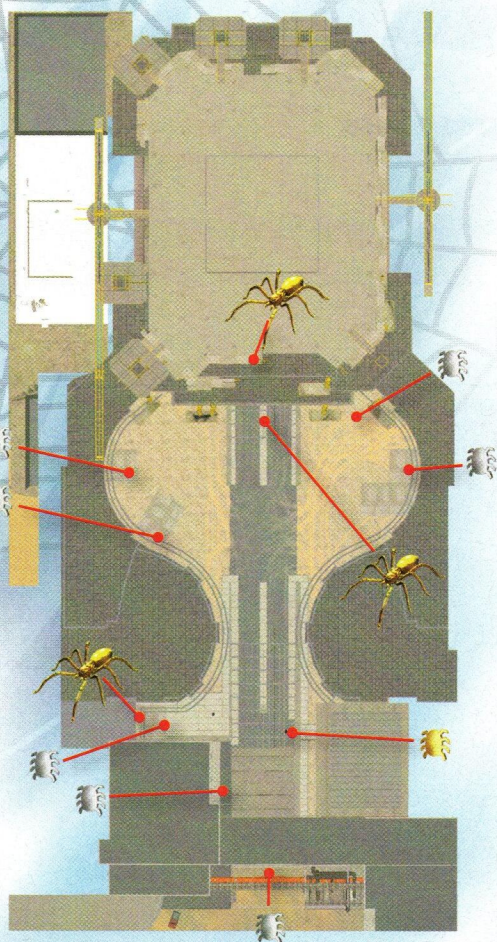
13 CLEARANCE

- ▶ **OBJECTIVE:** Take out 50 Wild Pack mercenaries.
- ▶ **SPIDER ESSENCE:** +10000

By taking out every merc thus far, as well as the ones who pursue Spider-Man onto the platforms, you should be able to complete this challenge before leaving this area.



AREA MAP

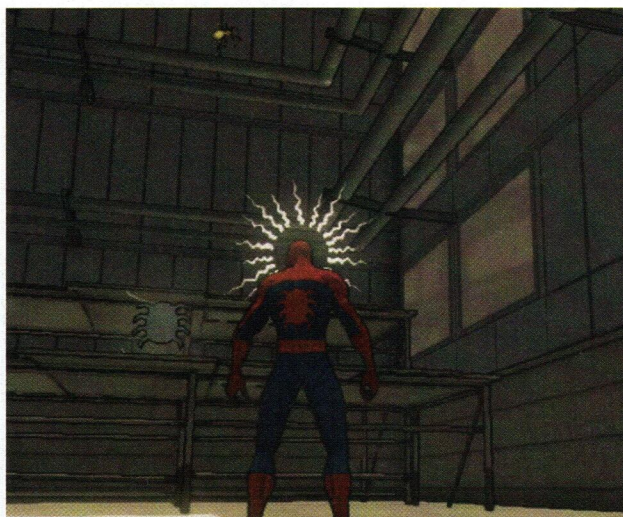


CLIMB THE RAIN OF DEBRIS

Once the three workers have been rescued and delivered to workstations, they'll shut off the fire jets blocking your path. Collect the Spider Emblems and rush up the slope toward Juggernaut.



The unstoppable one leaps onto the Oscorp building and begins raining objects down on Spider-Man. Before you follow him up there, move around the area and collect Spider Emblems and **two Hidden Spiders**; one is at the bottom of the ramp running below the Oscorp building and the other is crawling high on the wall in an alcove above the entrance and to the right. Crawl up the brick wall beside it to reach it.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



When ready, move back to the base of the building and face Juggernaut. Hold the Defensive Stance button to lock on to him, and web-zip from object to object as he throws them off the side of the building. When you've gained enough altitude, web-zip over to the ledge.



14 GOING UP!

- ▶ OBJECTIVE: Zip your way up the first segment of the Oscorp building by using the debris Juggernaut throws.
- ▶ SPIDER ESSENCE: +5000

To pursue Juggernaut up the Oscorp Building, you must first web-zip from object to object as he hurls them over the side of the building. When high enough, web-zip over to the ledge to complete this challenge.

THE WEB WAY UP

Web-zip from scaffold to scaffold to crane platform and on up, making your way toward the rooftop of the building. Silver Sable's helicopter and the other Wild Pack aircraft fire machineguns and homing rockets to try and knock you back down. There are **two Hidden Spiders** to collect; one on a low scaffold off the beaten path and one crawling on the side of the building very high up.

When you run out of scaffolds to pull yourself up on, web-jump a few times and then web-zip over to the top of the tallest crane. Then web-swing over onto the building rooftop.



15 ASCENSION

▶ **OBJECTIVE:** Reach the top of the Oscorp building in less than 45 seconds.

▶ **SPIDER ESSENCE:** +3000

This challenge requires you to make a choice; you can either reach the top of the building in 45 seconds or collect the two Hidden Spiders on the building. Either way, you're going to have to play this level at least twice to complete both challenges.

The timer starts as soon as you land on the first ledge of the building. Reaching the top of the building in just a few seconds is quite easy. Simply web-zip up a few levels until you see clear sky overhead, then web-jump repeatedly until you're as high up as the tallest crane. Web-zip to it, then web-swing over to the rooftop. Easy!



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

LET'S SEE THOSE PRETTY EYES!

In first-person fight mode, bash Juggernaut's head left and right.

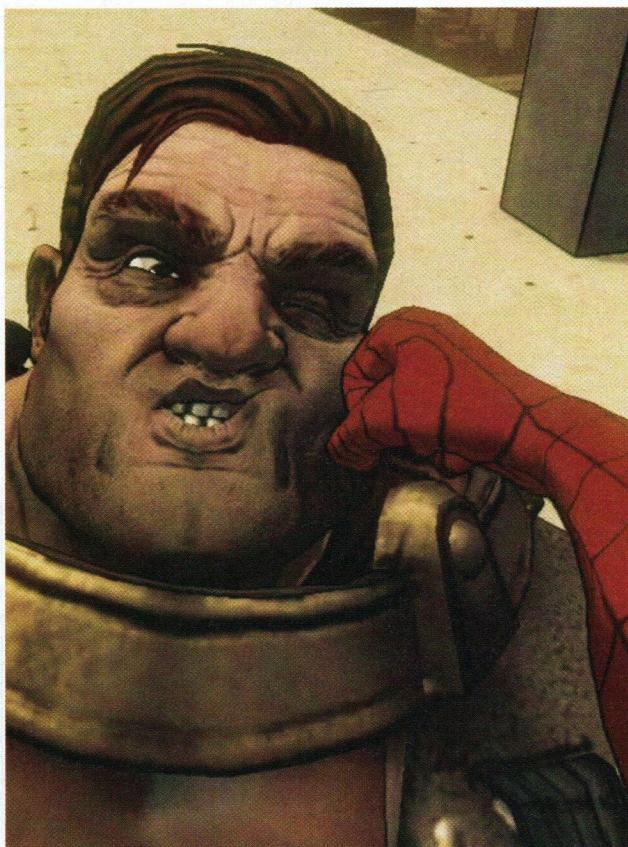
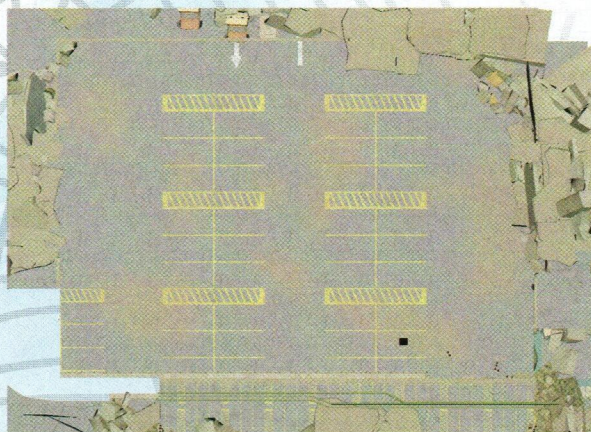
Throw lots of jabs (tilt the Left or Right Sticks upward) to keep him off balance, otherwise he'll get more opportunities to throw punches back.

Duck his punches by tilting the Left and Right Analog Sticks down, and then resume beating him until Spider-Man rips off Juggernaut's helm.

When you find yourself staring at Cain Marko's handsome face, bash him left and right some more and throw plenty more jabs to keep him off balance until a cutscene takes over.

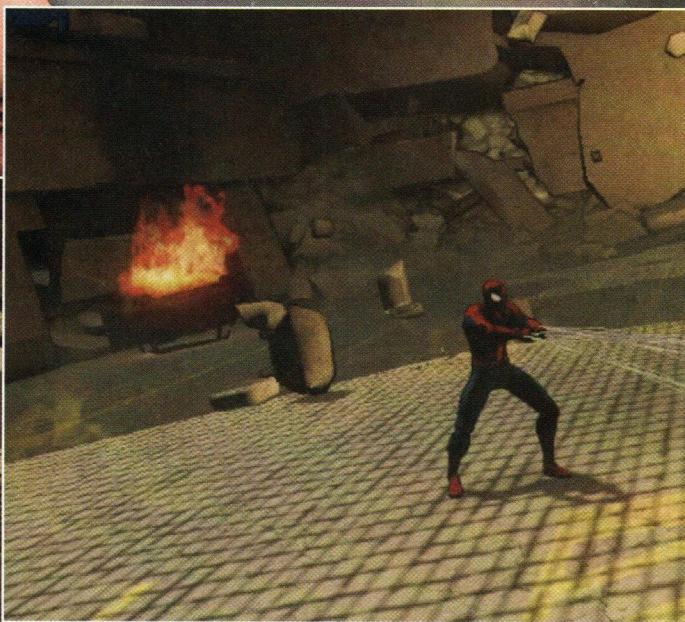
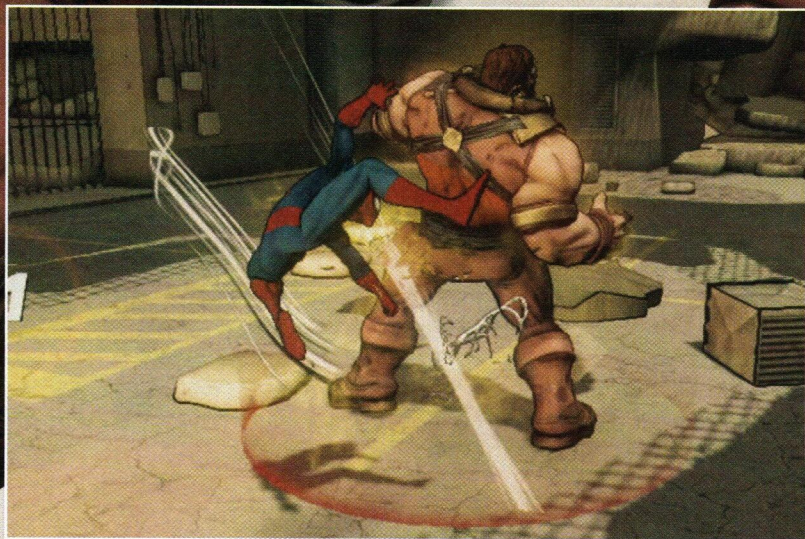


AREA MAP

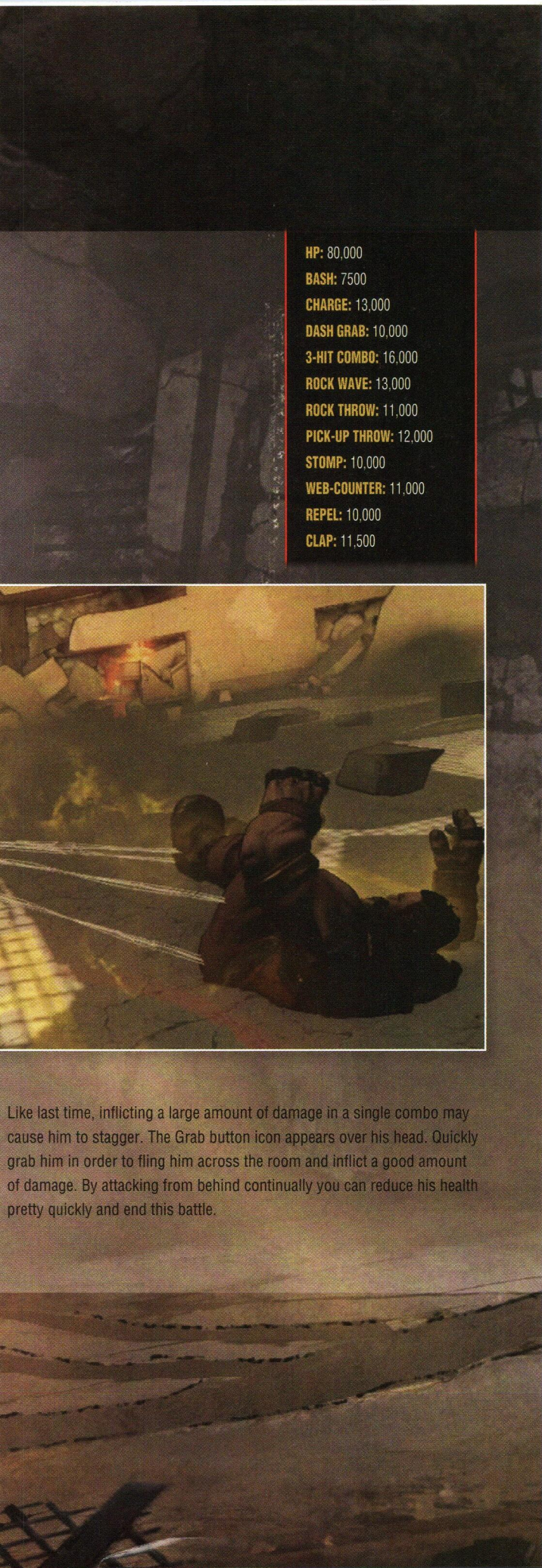


BOSS CHAOS JUGGERNAUT

Finding the Tablet fragment at last, Juggernaut unleashes its power. As earlier, dodge his charges and leaping pound attacks. Occasionally he finishes a leaping pound by smashing the ground repeatedly. Stay back and wait for him to finish any of these attacks, then execute a Web-Strike Evade to get behind him and fire off a fast combo before he turns around, then roll away to safety. Just like last time, he'll throw vehicles and chunks of macadam and then hunch over, spent; use these opportunities to Web-Strike Evade to get behind him again, and attack.



The fragment has given Juggernaut the power to leap out of the battle area and then crash to the ground. He sends out a damaging shockwave when he lands. Take precautions by web-jumping upwards repeatedly to stay off the ground. Hold Defensive Stance while web-jumping so that Juggernaut falls back in your sights immediately when he lands. Perform a Web-Strike Evade to get behind him and attack from behind until he turns around.







HP: 80,000
BASH: 7500
CHARGE: 13,000
DASH GRAB: 10,000
3-HIT COMBO: 16,000
ROCK WAVE: 13,000
ROCK THROW: 11,000
PICK-UP THROW: 12,000
STOMP: 10,000
WEB-COUNTER: 11,000
REPEL: 10,000
CLAP: 11,500



Like last time, inflicting a large amount of damage in a single combo may cause him to stagger. The Grab button icon appears over his head. Quickly grab him in order to fling him across the room and inflict a good amount of damage. By attacking from behind continually you can reduce his health pretty quickly and end this battle.



RANKING: LEVEL 9

LEVEL 9 RANKING CRITERIA

MEDAL	COMBO RATING	EMBLEMS COLLECTION	CLEAR TIME
	19,000+	60+	00:35:00 or less
	15,000 - 18,999	45 - 59	00:45:00 - 00:34:59
	13,000 - 14,999	25 - 44	01:00:00 - 00:44:59
	0 - 12,999	0 - 24	01:00:01+

BONUS GALLERY UNLOCKS:

EASY MODE	NORMAL	
CHARACTER BIOS	DIMENSION	CONCEPT ART
Juggernaut	Amazing	Juggernaut 1-5
Silver Sable		
Wild Pack		

HARD	
JUGGERNAUT	SILVER SABLE
	

HARD
WILD PACK


WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT





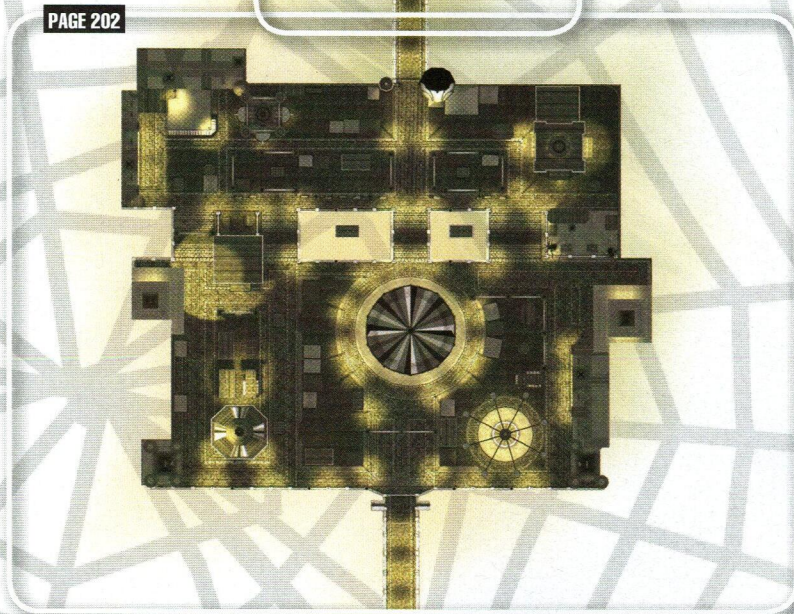
NOIR:

GOBLIN

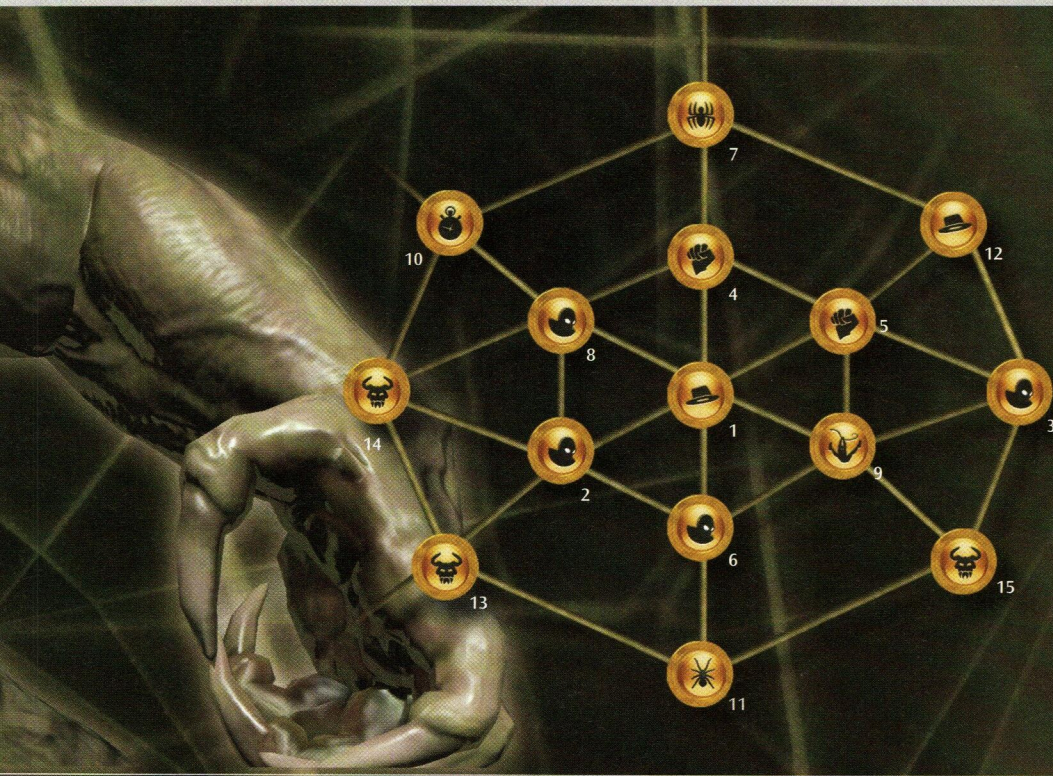
STAGE MAP



PAGE 206



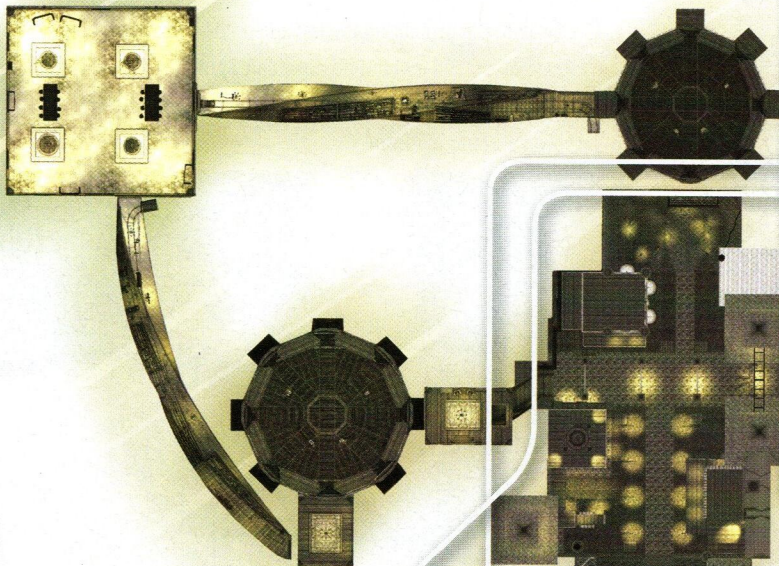
PAGE 202



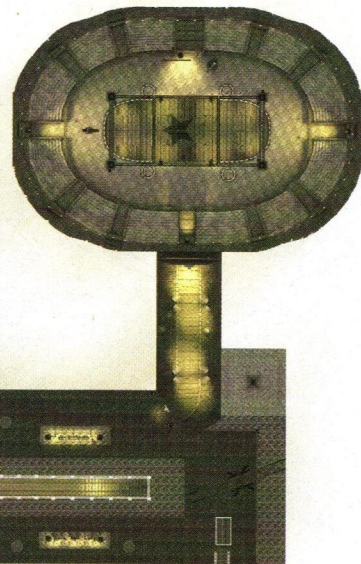
WEB OF DESTINY

- 1 SORRY WE'RE CLOSED
- 2 FROM ABOVE
- 3 STEALTHIEST
- 4 PLAY BALL!
- 5 BACK OFF!
- 6 GOING KNOTS
- 7 EMBLEM COLLECTOR
- 8 STEALTH MASTER
- 9 NOT FUNNY!
- 10 CONFUSION
- 11 SPIDER COLLECTOR
- 12 FREE RIDE
- 13 FREAK SHOW
- 14 GOT YOUR BACK
- 15 INCOMPETENT FOOLS!

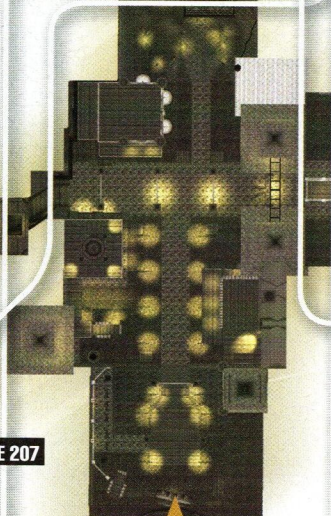
PAGE 210



PAGE 213



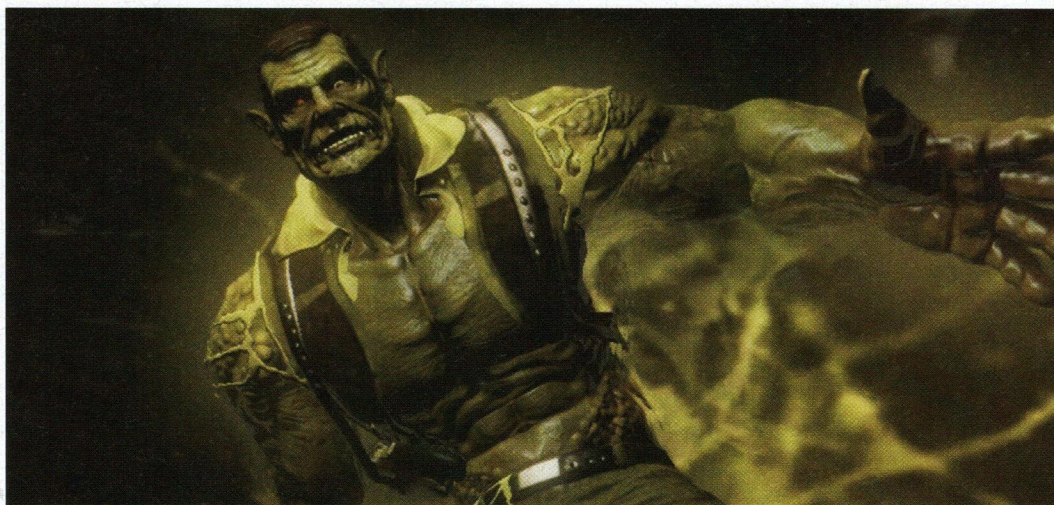
PAGE 207



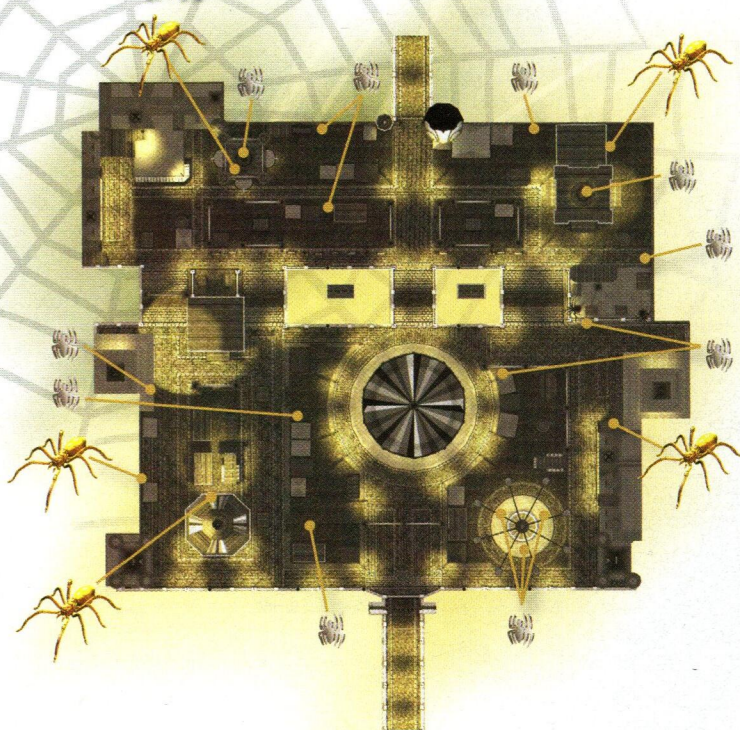
ENEMY	TYPE	HP
Gangster	Light Human	7000
Gangster (Ranged)	Light Human (Ranged)	12,000
Gangster Captain	Medium Humans (Captains)	10,000
Heavy Gangster	Heavy Humans	30,000

THE SYNDICATE LYNCHPIN TAKES SHAPE

Spider-Man Noir has tracked down the last fragment of the Tablet of Order and Chaos in his dimension. Fatefully, it has fallen into the hands of the one man responsible for much of the misery in Spider-Man's world, and for much of Peter Parker's own personal grief: Norman Osborn, a.k.a. Goblin. Only Spider-Man doesn't suspect that Osborn has already used the fragment to transform himself into the very monster he's always purported himself to be.



AREA MAP

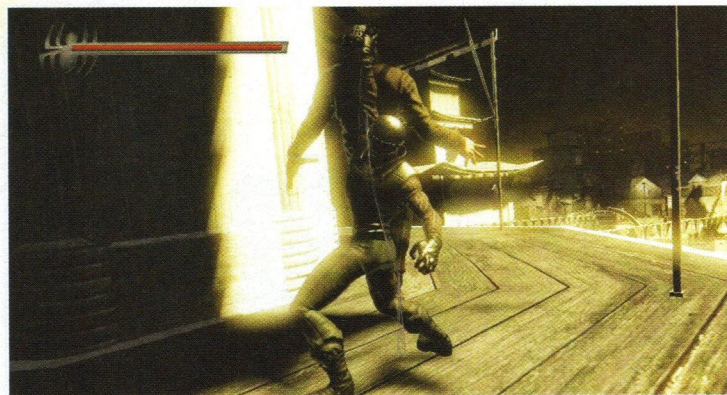


TAKE THE FIRST TOWER

When Goblin is finished welcoming Spider-Man, it's time to clean up the carnival. Spider-Man starts on a wire high above the ground. Walk along the wire to a tower where two guards stand watch. Take 'em both down.



Drop to the ground on the far side of the tower and look on the side of a small tent to find a **Hidden Spider**. Another **Hidden Spider** is crawling inside the lower level of the tower. Wall-crawl back to the tower's upper platform.



From the tower, two wires extend toward the area where the first civilian is being held prisoner. Walk along the right-hand wire to roughly the halfway point. Wait for fireworks to light up the sky and then dim. Then web-zip down to the rooftop of the small building where the wires terminate. Quickly strike from the shadows and take down the two guards on the rooftop.

GOBLIN

REAL NAME: Norman Osborn

IDENTITY: Public

OCCUPATION: Head of criminal syndicate

CITIZENSHIP: U.S.A. with a criminal record

PLACE OF BIRTH: Hartford, Connecticut

EDUCATION: College graduate

FIRST APPEARANCE: *Spider-Man Noir* #1 (2008)

Known as the Goblin throughout the underworld, Norman Osborn leads a local crime syndicate, employing a vicious gang of strange and twisted men culled from the dregs of the carnival freak-show circuit. Osborn collected this army of geeks and freaks to build a criminal empire based on the two things he desired all his life: fear and respect.

Though the Goblin name certainly inspires fear and respect in his adult life, Osborn adopted the moniker the same way his most trusted Enforcers did—by growing up in a freak show. Osborn typically conceals the hideous green scales that cover his body and inspired the name by wearing a fake, flesh-like mask. (Ironically, it was these very scales of torment that recently saved the Goblin's life, when hundreds of venomous spiders covered him, yet failed to pierce his skin with their bites.)

Few who have seen what lies beneath that mask ever live to tell about it - with one notable web-wielding exception. But now that Osborn has discovered a new definition of power thanks to the Tablet of Order and Chaos, there's a very good chance that Spider-Man won't survive their next encounter...

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

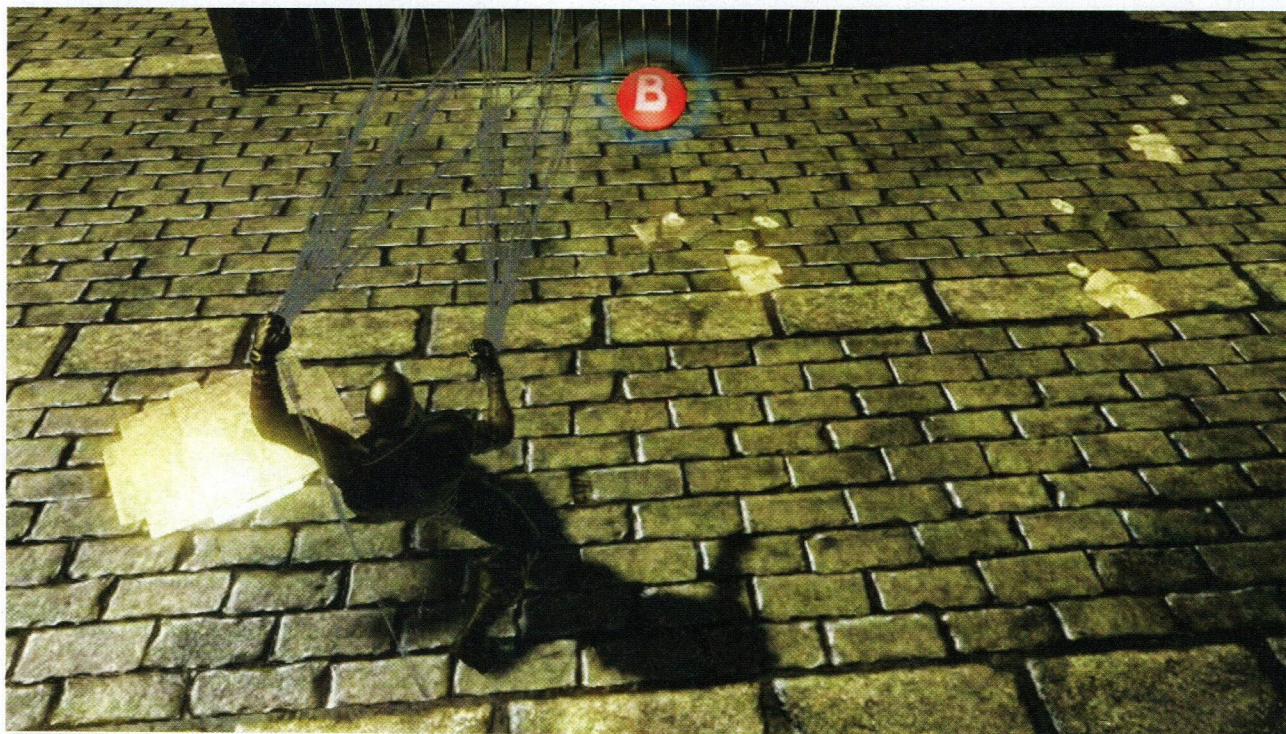
ULTIMATE

FINAL ACT



FREE THE FIRST PRISONER

Wait for the next fireworks volley to brighten the area and dim, then web-zip up to the archway behind the two thugs guarding the front of the cage. Take them both down from above, then drop to the ground and web-pull the animal cage open. Grab the civilian and web-zip up to the high wires above. Drop to the ground behind the entrance gates and step into the ring of light to free the civilian.



CLEAR THE BACK CORNER

Re-enter the park and return to the area where you saved the first civilian. Web-zip to the archway above the stairs to the back area. Look to the right, and web-zip over to the archway directly above a stationary goon. Take him down and hang him from the bottom of the arch, then web-zip into the castle tower directly ahead. Cross through the tower and go through the window on the right. After the next fireworks display, web-zip onto a lamp on the raised platform, then jump into the dark back corner. From here, takedown the goon standing near the edge.



Quickly creep up the stairs to the wooden platform in the corner and take down another guard. Sneak up to the edge and take down the stationary guard standing in front of the cage. Descend back to the small building roof and take down the guard who patrols the alley below the castle. Then activate your Spider-Sense and watch the last guard patrolling the area. Wait for him to head toward the captive civilian, then move onto the awning surrounding the building and take him down. By taking down the three ground guards while standing on the raised platforms, you'll be well on your way to completing the From Above challenge. Drop to the ground, enter the tower's base and look for a **Hidden Spider** crawling above the archway inside. Rip the civilian's cage open, grab the person, and carry them to the park entrance.




THE SPINNING RIDE

Web-clip back up to the park entrance, this time on the right side of the gate. Wait for the next fireworks display, then web-clip onto one of the cars on the perpetually-spinning ride. As you spin around to the top side of the park, web-clip to the dark rooftop of the concession stand nearby. Wait for the nearest patrolling guard to walk by, and take him down while standing on the rooftop. Web-clip back onto the spinning ride. As it spins you near the park entrance, web-clip over to one of the street lights near the water. Web-clip over to the lamppost in the corner. Remain there until the other patrolling guard stops nearby, then turns and walks back toward the main gate. Drop to the ground behind him for a takedown. Collect the Spider Emblems in the surrounding area.



FAIRYTALE CASTLE

 Web-clip across the rooftops and archways toward the back of the park. Stop on an archway directly above a stationary lone guard. Take him down, then turn around and look at the side of the nearby building to spot a **Hidden Spider**.

Web-clip to the bottom end of a wire that runs all the way to the top of the tower in the back corner of the park. Wait for the next fireworks to go off, then run up the wire to the tower rooftop. Quickly take down the two guards on the roof before the next fireworks display.

Move to the back edge of the tower roof. From here, you can takedown a guard patrolling the level below as he moves away from you. Wait for the next fireworks display, then drop down to the back deck. Move inside the tower and quickly take down the two guards ahead to the left. Creep through the left opening and out to the ledge. Wait for a guard patrolling below to walk past, and take him down from above.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING


NOIR

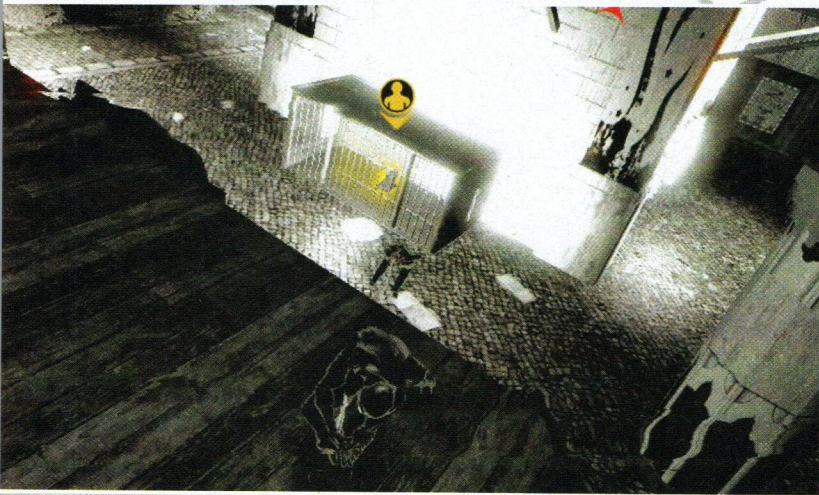
2099

ULTIMATE

FINAL ACT



 Return to the center of the tower, and wait for the next fire-works display. Creep out the ledge above the prisoner's location. Web-clip over to the small ice cream stand behind the two thugs guarding the cage. First takedown the one that patrols back and forth, then the stationary guy facing the cage. Drop to the ground and go around the right side of the tower to the back corner to find a **Hidden Spider**. Then return to the cage, web-pull the doors, grab the civilian, and deliver them to the front entrance.



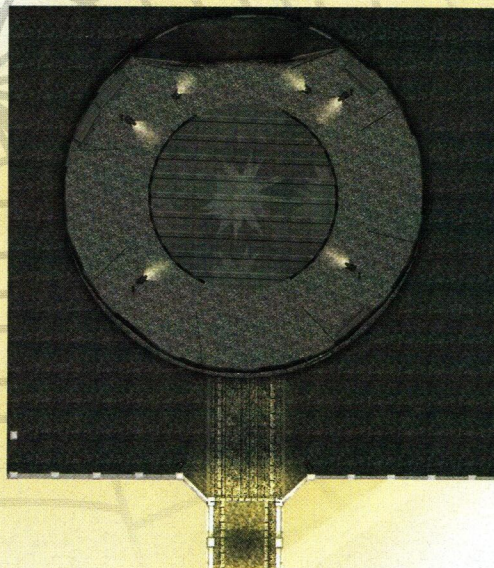
03 STEALTHIEST

- ▶ **OBJECTIVE:** Takedown 10 guards in a row without raising the alarm.
- ▶ **SPIDER ESSENCE:** +5000

If you followed the walkthrough instructions carefully, then you should have taken down more than ten guards without signaling an alarm in the first area.



AREA MAP



01 SORRY WE'RE CLOSED

- ▶ **OBJECTIVE:** Rescue the 3 civilians at the amusement park entrance.
- ▶ **SPIDER ESSENCE:** +5000

Freeing the three civilians in the first park area from captivity and returning them to the front gates is required in order to proceed with the level.

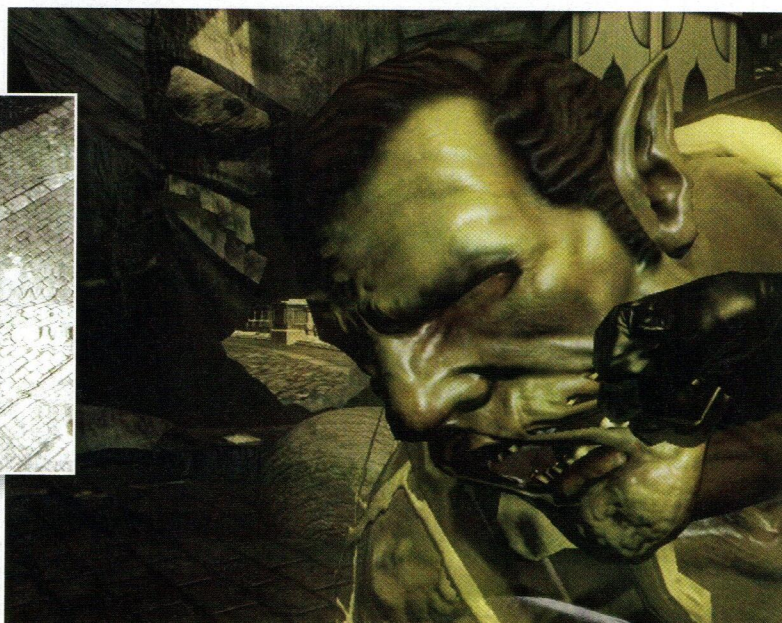
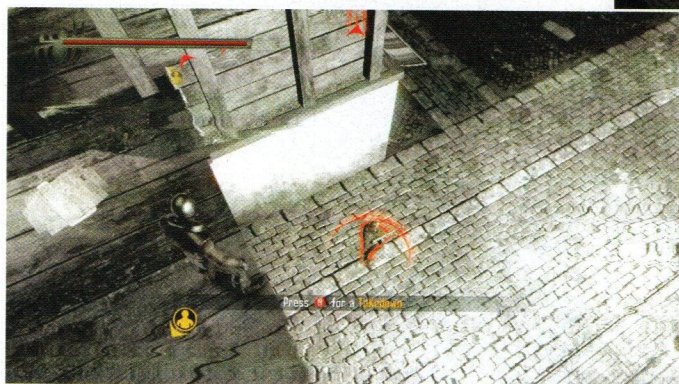
02 FROM ABOVE

- ▶ **OBJECTIVE:** Perform 5 takedowns while standing on higher ground.
- ▶ **SPIDER ESSENCE:** +3000

The raised platforms and rooftops throughout the area provide ample opportunities to takedown criminals while standing on a higher level. Look for ways to get behind enemies unseen by sticking to the shadows.

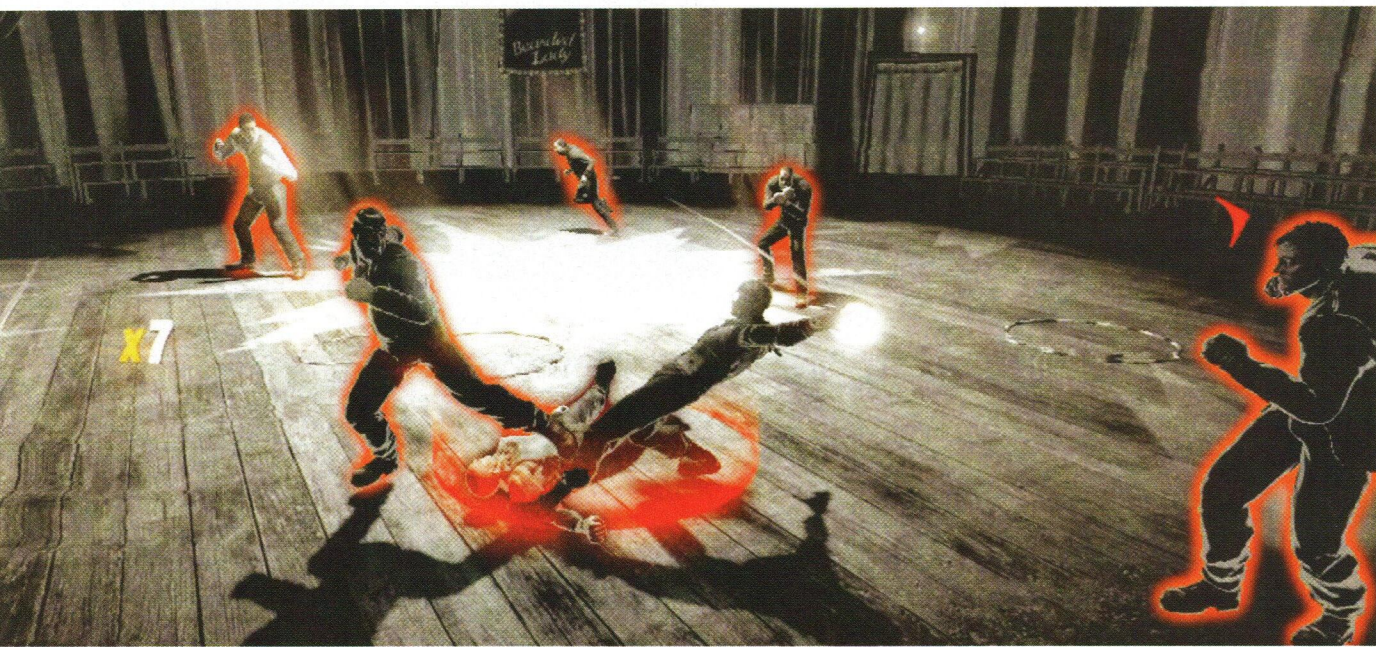
FROM THE CLOWN'S MOUTH

Re-enter the park and head up the center pathway toward the talking clown face on the back wall. Spider-Man experiences a close encounter with the Goblin. Hold the Left and Right Analog Sticks downward to block his foot stomp attack, then punch him repeatedly. Repeat until the Goblin stops attacking and retreats into the carnival.



CLEAR THE BIG TENT

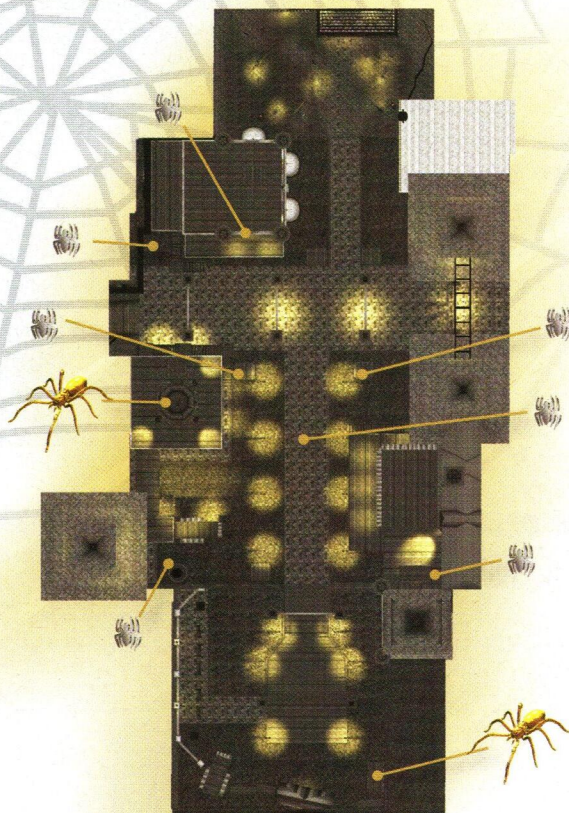
Go through the smashed clown face and proceed up the path into the open tent. The Goblin's men try to ambush Spider-Man. Unfortunately they don't realize they left out the most devastating weapon of all time: the giant circus ball! Grab the circus ball and kick it at the thugs. The ball bounces, knocking down one or more thugs each time. Activate your Spider-Sense to find objects around the room, and throw the ball and bleachers at the thugs. Hit five thugs with the ball to clear the Play Ball! challenge; this is your only opportunity to try this challenge in the level. When surrounded, try to knock back five enemies at the same time with a single Spider Stomp to complete the Back Off! challenge.



When the second group of thugs falls inside the tent, it's time for another close encounter with Goblin. Avoid his foot stomp attack and deliver several punches to his face until he runs away. Note how Spider-Man drives Goblin off by attacking the big open sore on his back; this information proves useful in the final boss fight of this stage.



AREA MAP



04 PLAY BALL!

- **OBJECTIVE:** Using the ball, knock down 5 thugs inside the circus tent.
- **SPIDER ESSENCE:** +3000

Use the giant circus ball to bop five criminals in the face while fighting in the tent. Grab it as you would any other object, and hurl it or kick it at enemies to knock them down.



05 BACK OFF!

- **OBJECTIVE:** Push back 5 thugs with a single Spider Stomp.
- **SPIDER ESSENCE:** +3000

Given the close quarters and the number of enemies in the room, it's a wise idea to try completing this challenge as soon as you can. Double-jump, then press and hold the Strong Attack button to perform a Spider Stomp, wherein Spider-Man dives to the ground feet-first and creates a quickly-spreading shock wave. If you fail this challenge while inside the big tent, try again at a late point during the final boss fight of this level...

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



WORKERS UNITE!

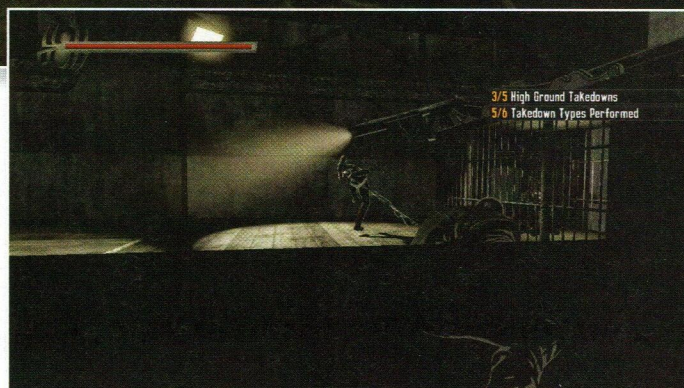
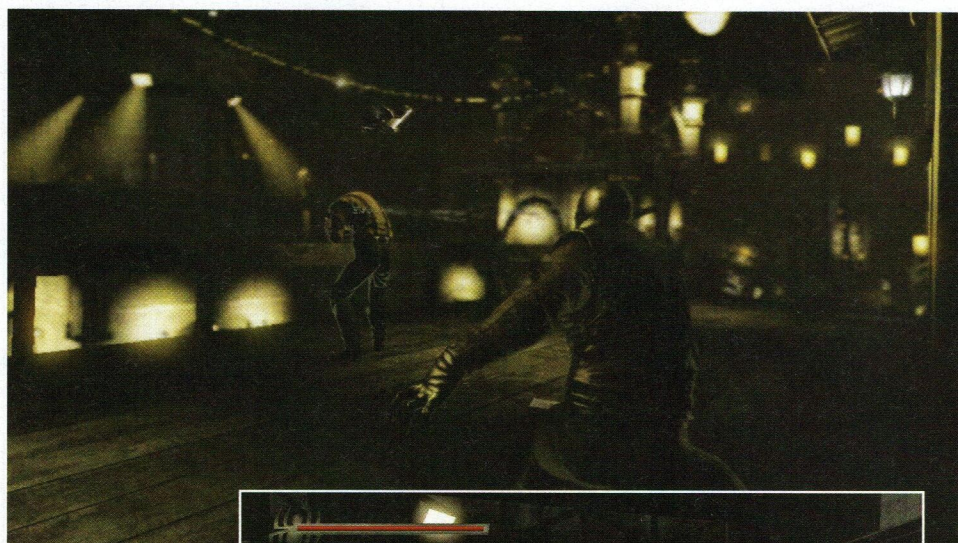


Follow Goblin out of the tent. Three more carnival workers are being held hostage in the second fairground area. As usual, intermittent fireworks will light up the sky; make sure you're concealed in perfect darkness every time they go off. Turn to your right and activate your Spider-Sense to locate a **Hidden Spider** crawling on the animal cage in the corner.

Wait for the first fireworks to go off, then web-clip to the top of the nearby archway above the stairs. Look to your right to spot the first civilian. Drop to the ground and quickly run in to the short dark alley below the building. Crawl up the back wall to collect a Spider Emblem, then continue crawling on the wall over to the building and along its side wall. Stop above the guard who patrols the upper level, and you can perform a wall-crawling takedown virtually any time you like.

Drop to the ground and move around the corner. Stand near the wall and grab the guard at a distance for a wall takedown.

Activate your Spider-Sense and move out to the ledge between fireworks bursts. When the guard patrolling near the civilian cage is moving away from the ledge above, web-clip up there. Drop to the ground and hide in the corner beside the civilian's cage. Wait for the guard to patrol back and forth again, then sneak up very close behind him for an up close takedown. Open the cage and the carnival worker will turn off power to the electric line running between your location and the next civilian locked in the nearby tower.



06

GOING KNOTS

- **OBJECTIVE:** Perform all 6 types of takedowns (on the ground, up close, on a wall, from above, while crawling, while perched).
- **SPIDER ESSENCE:** +6000

If you've followed every strategy for every guard thus far, then by the time you reach the second park area you'll have already completed an on-the-ground takedown, a from above takedown, and a takedown while perched. The guards in the second area provide excellent opportunities for takedowns up close, on a wall, and while crawling—as described in the walkthrough above.

07 EMBLEM COLLECTOR

- OBJECTIVE: Collect 15 Spider Emblems.
- SPIDER ESSENCE: +3000

By collecting every Spider Emblem thus far and the first few in the second park area, you'll have completed this challenge.

TO THE CENTRAL TOWER

As you run across the electric wire toward the civilian locked in the tower, a guard patrolling the upper platform should fall beneath you. Take him down, then quickly web-clip onto a flagpole extending from the backside of the tower. Takedown the guard patrolling the back of the upper level quickly before the next fireworks display.



Wait for fireworks, then drop onto the tower's second level behind the last patrolling guard for a takedown. Pull open the tower gate and the carnival worker will deactivate the power to the next area. Inside the tower cell you'll find another **Hidden Spider** crawling on the ceiling.



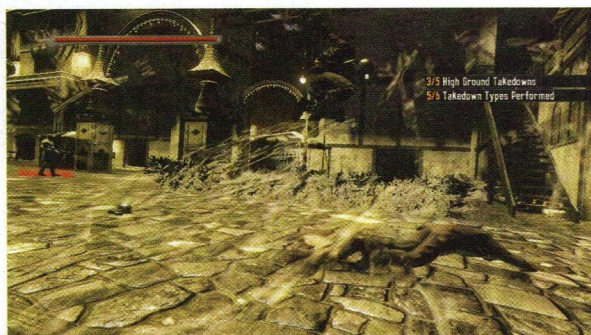
08 STEALTH MASTER

- OBJECTIVE: Perform 30 takedowns.
- SPIDER ESSENCE: +3000

If you've taken down every gangster described thus far in the walkthrough, then by now you should have wracked up 30 takedowns. Congratulations on clearing this challenge!

CLEAR GROUND PATROLS

Take a short break, drop to the ground, and takedown the two men patrolling the ground in preparation for the next part. Collect the Spider Emblems in various locations in the lower half of the area. Then web-clip back up to the tower you just liberated.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

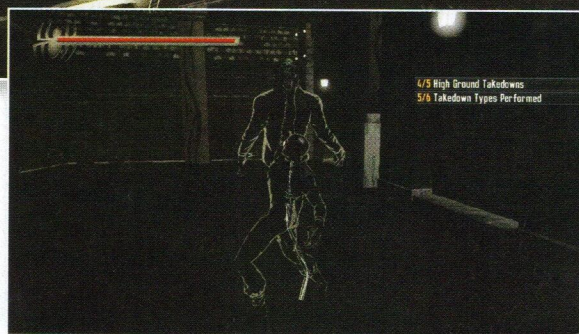
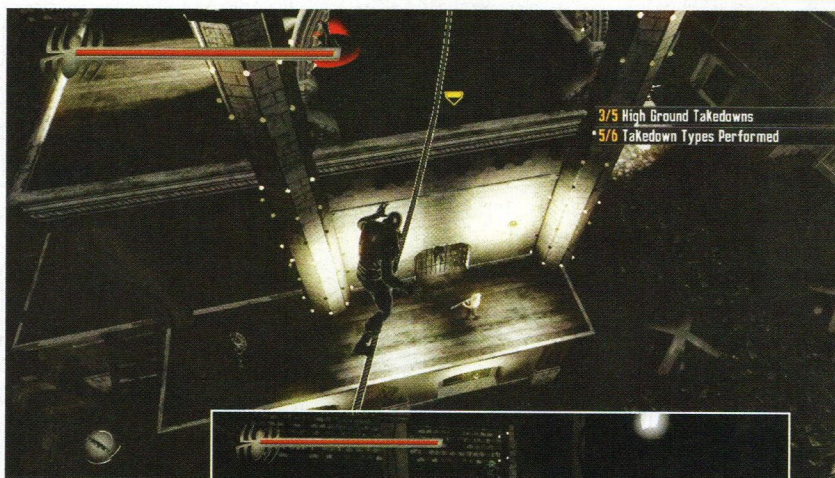


THE LAST CASTLE

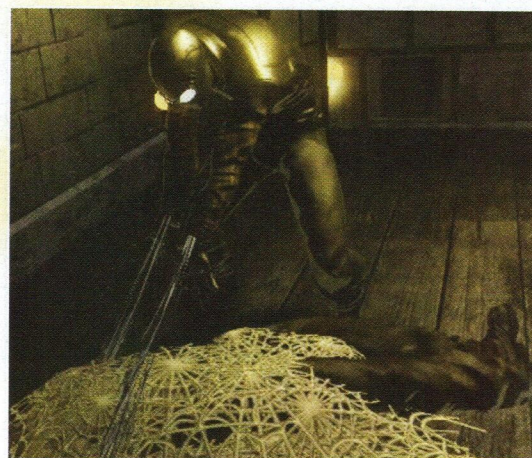
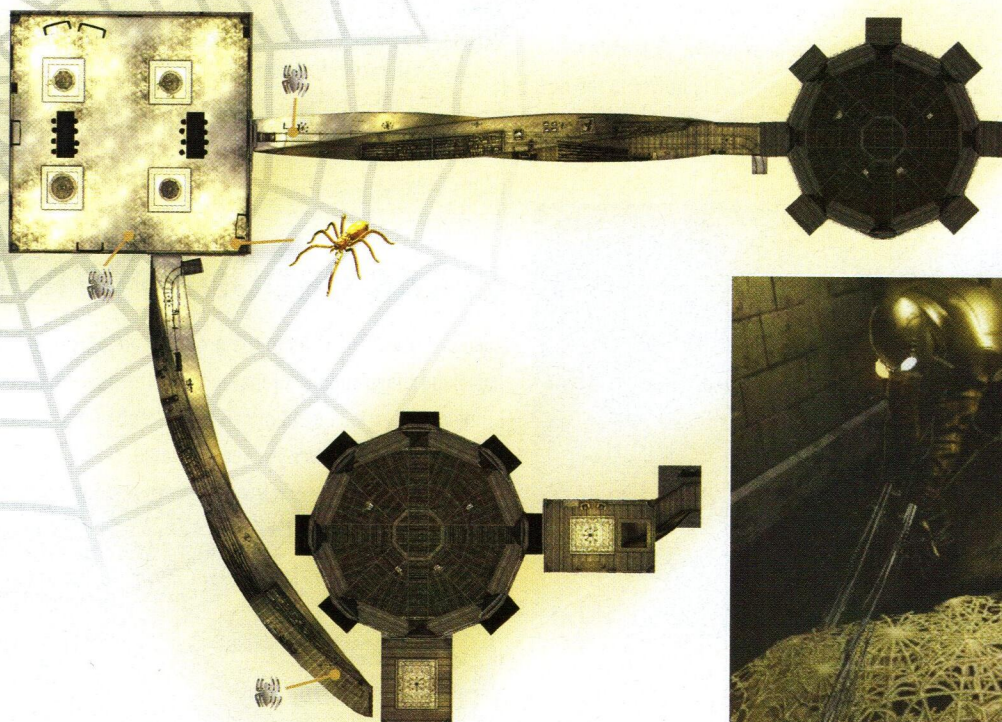
Wait for the next fireworks display to subside. Web-zip onto the electric wire running over to the last building where a prisoner is being guarded. Continue following the wire over the rooftop, and take down the guard patrolling the top level.

Activate your Spider-Sense and watch the guards patrolling the level below. Two guards watch the front while a third patrols back and forth along the side. Move the ledge above him, and wait until he is walking from the back toward the front. Drop down behind him for a takedown.

Continue using Spider-Sense to watch the guard patrolling in front of the civilian. When he is facing away, take down the stationary man. Then run out to the corner and takedown the last guard before he turns around. Tear the tower doors open, grab the civilian, and drop to the ground level. Move to the other side of the park and drop the civilian next to the fuse box. He activates the clown face on the haunted house at the back of the park.



AREA MAP



CHOOSE THE EXIT... QUICKLY!

Approach the clown face on the haunted house. When the mouth opens, proceed through. Spider-Man moves to the center of a room surrounded by clown faces. The exit is hidden behind one of the faces. The room is filling with poison gas, which continually knocks down small amounts of Spidey's health. Quickly choose one of the faces to approach and web-pull. If you select the right face, then Spider-Man continues to the next area. If not, then you take major damage and get spat out in the center of the room. Try another face quickly. Don't go by the maps shown in this walkthrough; the face is random every time. However, take a second to look at the eyes! Those on the correct door wiggle faster than the eyes on the other doors.



09 NOT FUNNY!

- **OBJECTIVE:** Escape the Laughing Doors room.
- **SPIDER ESSENCE:** +3000

Choosing the correct clown face to web-pull before Spider-Man dies of poisoning is required in order to complete the level.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

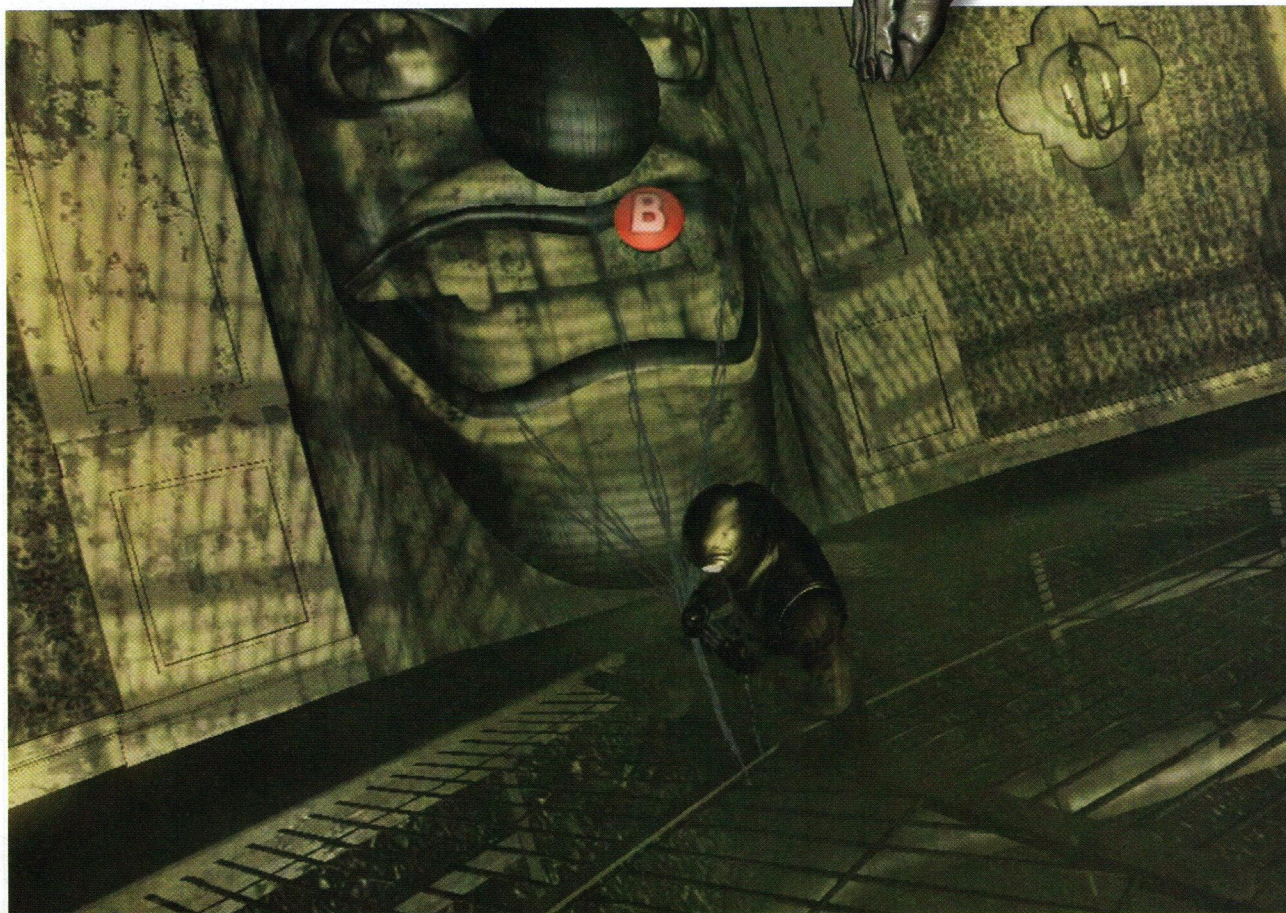
AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



FIGHTING VERTIGO

Run down the tracks, stopping to allow hot steam to vent before you proceed. Continue to the end. Spider-Man drops into an upside-down room full of enemies. Afflicted by a powerful gas, you'll find your depth perception distorted and camera controls working the opposite of



normal, including Defensive Stance lock-on. Defeat all enemies within two minutes to clear the Confusion challenge.

The drug wears off when the room is cleared. Look up high on the back wall to the left to spot the last **Hidden Spider**; wall-crawl up there to get it while avoiding the spotlights. Continue wall-crawling over to the open clown face high on the wall to exit.



10

CONFUSION

- ▶ **OBJECTIVE:** Clear the "inverted fight" in the hall within 2 minutes.
- ▶ **SPIDER ESSENCE:** +4000

Hold the Defensive Stance button in order to lock onto and defend yourself against enemies that fall off screen, since a majority of them will fall off-screen while the drugs are effective. Bash and punch like crazy to take out the thugs. When the big man appears, use the typical tactics to ambush him, roll away, ambush, roll away, repeat, until victorious.



11

SPIDER COLLECTOR

- ▶ **OBJECTIVE:** Find ALL of the Hidden Spiders.
- ▶ **SPIDER ESSENCE:** +5000

The Hidden Spider in the upside-down funhouse room is the last of eight you must collect to complete this challenge. If you missed one, better luck on the next go-round!

THE "EYES" HAVE IT...

Move through another twisted corridor, stopping to avoid steam leaks before proceeding when necessary. Proceed into the next room, where Spider-Man must again choose the right Laughing Door to web-pull in order to continue. Remember, look at the eyes!

Upon exiting the second laughing door room, there is another encounter with Goblin. Avoid his foot stomps and punch him in the face repeatedly until he flings Spider-Man back into the park.

SAVE THE MAN FROM THE FERRIS WHEEL!

The Goblin has erected a gated tunnel through the park from east to west. Follow the tunnel until Spider-Man spots Goblin on a Ferris wheel. The Goblin frees the giant wheel and sends it crashing toward our hero; only there's an innocent civilian in the way. Run forward and drop onto the tracks. Quickly web-pull the front of the roller coaster car off and then grab the civilian before the Ferris wheel kills him. Afterward, Spider-Man follows Goblin into the big top tent. Proceed through the entryway into the arena for the final showdown.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

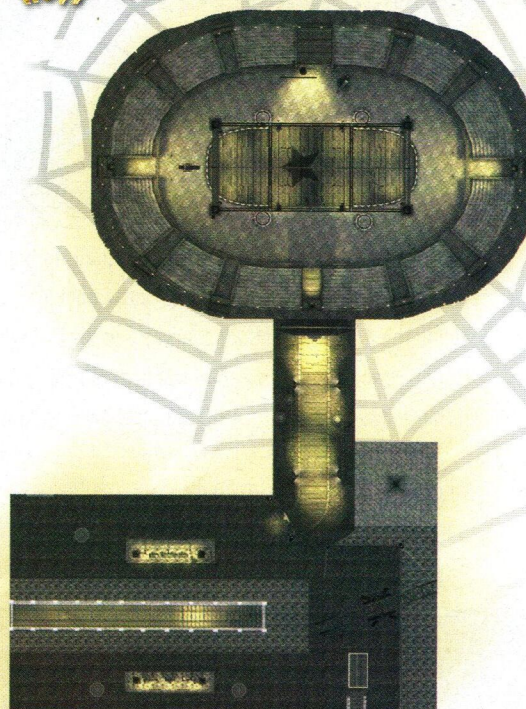
FINAL ACT

12 FREE RIDE

- ▶ OBJECTIVE: RESCUE the Ferris wheel civilian.
- ▶ SPIDER ESSENCE: +5000



AREA MAP

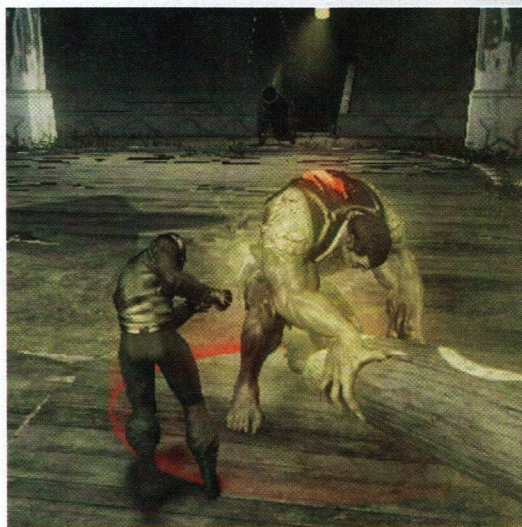
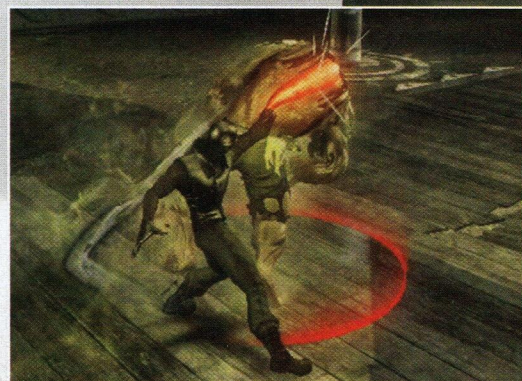
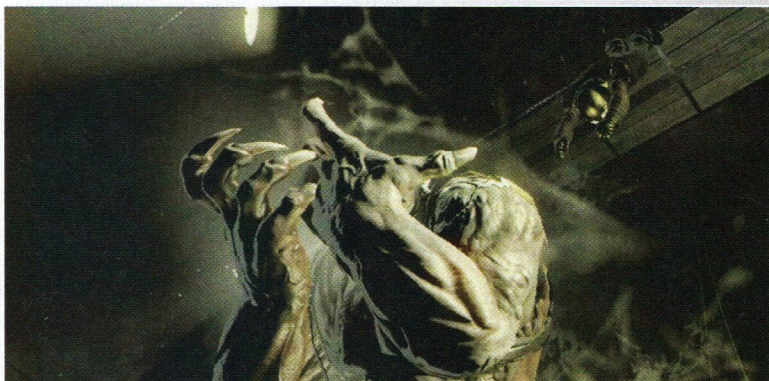


BOSS GOBLIN

HP: 120,000
RADIAL SCREAM: 25,000
VICIOUS GRAB: 35,000
CHARGE ATTACK: 30,000
STOMP ATTACK: 30,000
BAT ATTACK: 50,000
THROW BAT: 50,000

The first portion of this many-tiered battle is a straight-up brawl. Perform Web-Strike Evades (jump during a Web-Strike) to get behind Goblin, and then punch him in the open sore on his back until he recovers and starts pounding the ground or other actions. Repeat this until he changes strategies.

When Osborn's health is reduced by about a fifth, the lights in the ring go out. Web-zip between the beams and trapezes situated around the ring until you're behind Osborn, then Grab him for a takedown to inflict massive damage.



When the lights come back on, Goblin grabs a pillar and tries to beat Spider-Man with it. Dodge his overhead pounding move and he'll be stuck for a few seconds, hunched over. Quickly do a Web-Strike Evade on him to reach the open sore on his back and deliver a strong attack combo until he recovers. After he hurls the first pillar at you, he'll grab another and continue. Keep attacking him until he turns the lights out again.

When the arena goes dark, quickly web-zip to the beam above Goblin and do a takedown, as before. This time when the lights come back on, the arena is full of Osborn's goons. Punch and evade the gangsters' attacks, and try to stay outside of the group, circling them. This way, when Goblin grabs a column and starts swinging it at Spider-Man, he'll mostly hit his own men. Get him to hit ten of his own guys to complete the Incompetent Fools! challenge during this battle.

Once you've goaded Goblin into eliminating most of his own men, resume web-strike evading to get behind him whenever he gets stuck in a crouched position. Strike the weak spot on his back repeatedly and jump away to avoid retribution. Repeat this until the fight is won.

13

FREAK SHOW

► OBJECTIVE: Defeat Goblin.

► SPIDER ESSENCE: +5000

Defeating Goblin is required to complete the level.

14

GOT YOUR BACK

► OBJECTIVE: Perform 5 Web-Strike Evades against Goblin.

► SPIDER ESSENCE: +4000

As described in the walkthrough, the best way to attack him or to avoid his shout attacks is by performing a Web-Strike Evade to get behind him. Once you're at his back, you can then assault his open sore.

15

INCOMPETENT FOOLS!

► OBJECTIVE: Force Goblin to hit 10 of his men.

► SPIDER ESSENCE: +3000

As described in the walkthrough, hold off on eliminating Goblin's men; let him do it for you! Keep an eye on Goblin and maneuver outside the group of thugs. Goblin intends to take out Spider-Man himself, and doesn't care who gets in his way!



RANKING: LEVEL 10

LEVEL 10 RANKING CRITERIA

MEDAL	COMBO RATING	EMBLEMS COLLECTION	CLEAR TIME
	19,000+	20+	00:35:00 or less
	15,000 - 18,999	15 - 19	00:45:00 - 00:34:59
	13,000 - 14,999	10 - 14	01:00:00 - 00:44:59
	0 - 12,999	0 - 9	01:00:01+

BONUS GALLERY UNLOCKS:

EASY MODE		NORMAL
CHARACTER BIOS	DIMENSION	CONCEPT ART
Goblin	Noir	Goblin 1-9

HARD

GOBLIN

WALKTHROUGH
TUTORIAL
ACT 1
AMAZING
NOIR
2099
ULTIMATE
ACT 2
AMAZING
NOIR
2099
ULTIMATE
ACT 3
AMAZING
NOIR
2099
ULTIMATE
FINAL ACT

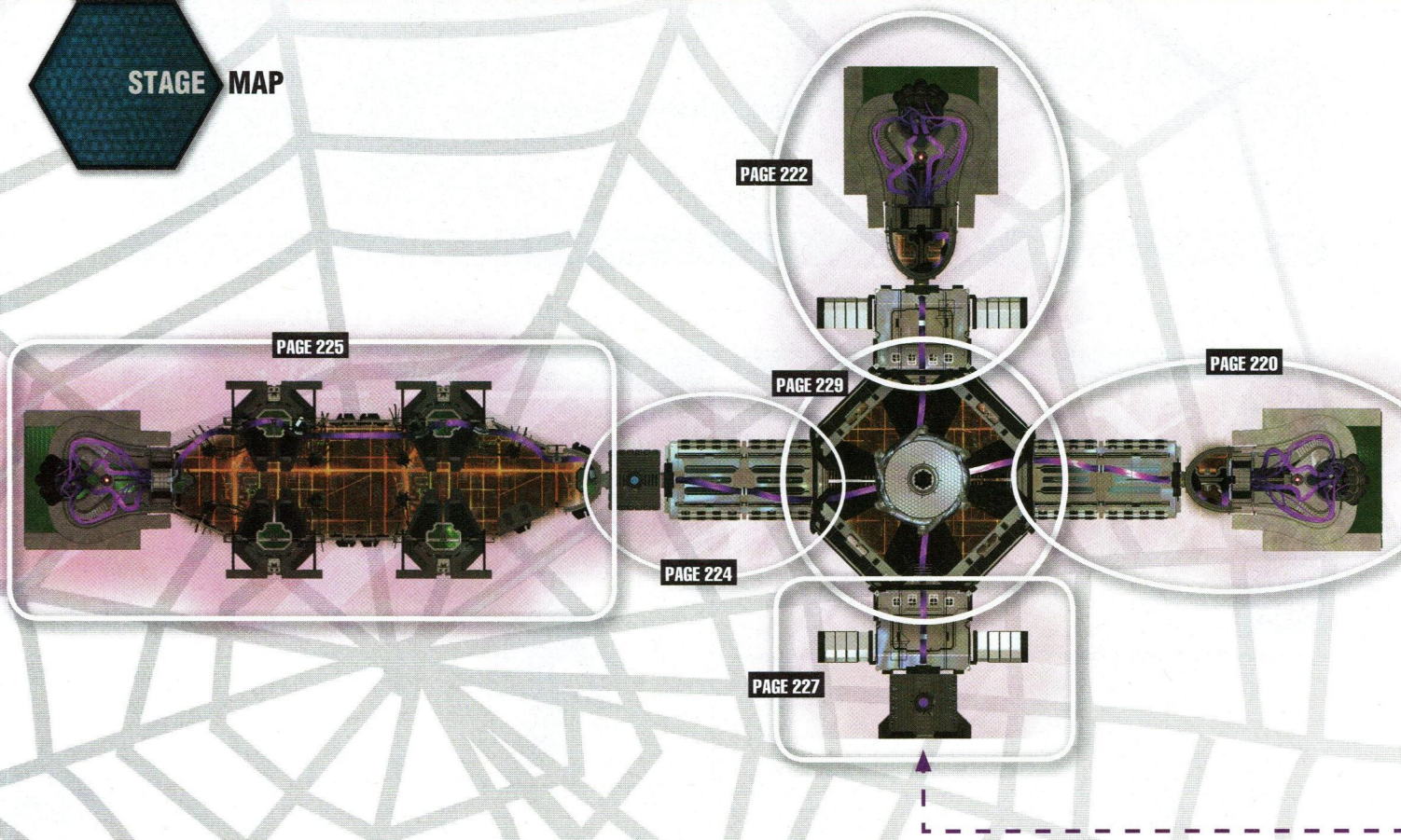




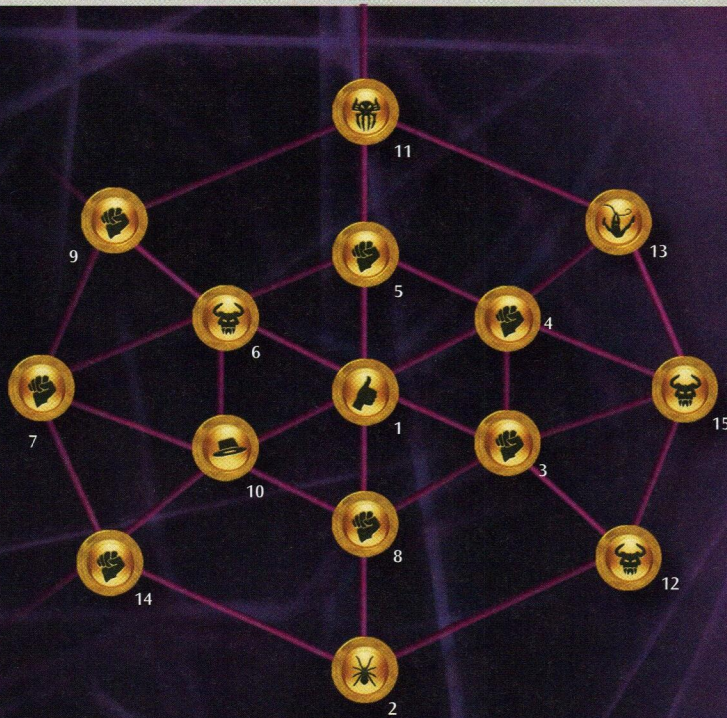
2099:

DOCTOR OCTOPUS

STAGE MAP



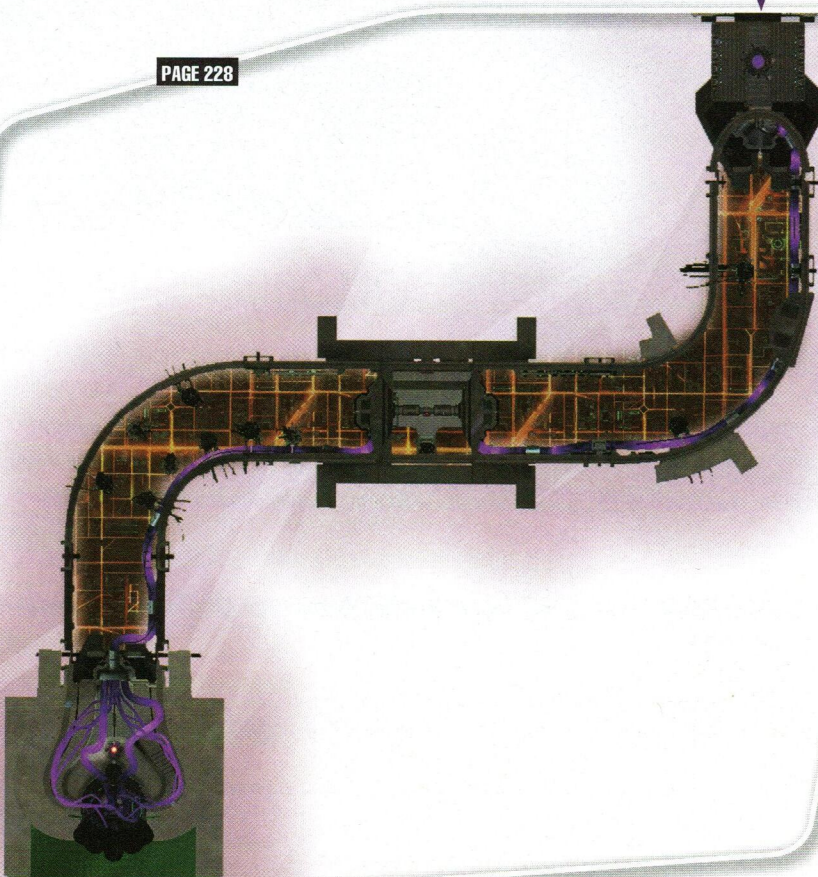
ENEMIES ENCOUNTERED



WEB OF DESTINY

- 1 Close Calls
- 2 Spider Collector
- 3 Alley Oop
- 4 Swatting Flies
- 5 Stay Down!
- 6 Man Over Machine
- 7 Super Slow-mo
- 8 Core Mechanic
- 9 Accelerated
- 10 Breaking & Entering
- 11 Emblem Collector
- 12 Cost You An Arm
- 13 Cable Guy
- 14 Too Fast For You!
- 15 Cutting Edge

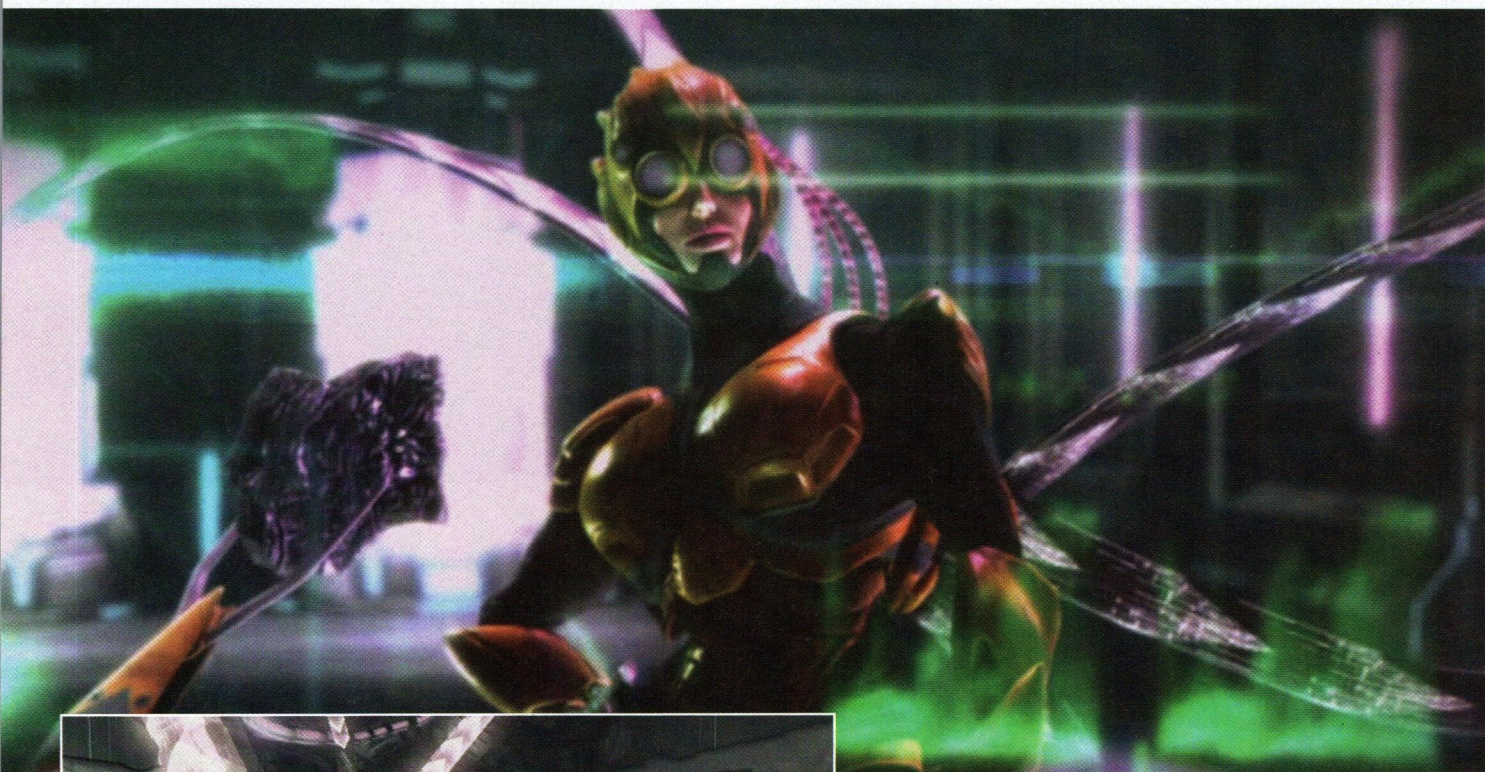
PAGE 228



ENEMY	TYPE	HP
P.E.P. Officer	Light Human	7400
P.E.P. Gunner	Light Human (Ranged)	6000
P.E.P. Missile	Light Human (Missile)	6000
P.E.P. Riot	Light Human (Shield)	8000
P.E.P. Captain	Medium Human (Captain)	18,000
S.I.E.G.E. Officer	Heavy Human	50,000
Octopus Kamikaze	Light Creature (Kamikaze)	100
Octopus Creature	Medium Creature	10,000
P.E.P. Jet Bike	Jet Bike	100

THE VILLAIN BEHIND 2099'S MADNESS

Spider-Man 2099 returns to Alchemax Labs to try and determine who's been sending the heavy hitters to collect the fragments of the Tablet of Order and Chaos in his dimension. Inside the building, he has the unfortunate pleasure of running into Alchemax's most gifted scientist and head of the Shadow Division, a woman who will stop at nothing to harness the power of the Tablet for the purposes of science: Doctor Octopus!



ARM DODGING FRENZY

While freefalling down the chute, Doctor Octopus will stick her arms across your path. Steer Spider-Man through the gaps to avoid her arms. Boost in order to get past her arms before she closes off too much of the tunnel. Activate Accelerated Vision repeatedly to help you reach those openings and fly through unharmed.



01 CLOSE CALLS

- **OBJECTIVE:** Dodge Doctor Octopus' arms 50 times in freefall.
- **SPIDER ESSENCE:** +5000

As you glide through the freefall, the counter in the upper right corner of the screen shows you how many arms you've avoided. The trick is to not hit any more than two arms, the entire way down. Even in Easy Mode, this challenge could take several tries to get right. Don't restart the entire level just to clear this one challenge; get it on your next play through this level if you don't make it on the first.

DOCTOR OCTOPUS

REAL NAME: Serena Patel

IDENTITY: No dual identity

OCCUPATION: Director of Shadow Division, Alchemax

CITIZENSHIP: U.S.A.

PLACE OF BIRTH: Transverse City, U.S.A.

GROUP AFFILIATION: Alchemax, Nueva York Historical Society

EDUCATION: Ph.D in nuclear physics with multiple degrees in biology and history

FIRST APPEARANCE: *Spider-Man: Shattered Dimensions* (2010)

Dr. Serena Patel heads Alchemax's Shadow Division, a section performing the same kind of sick experiments that led Miguel O'Hara to try to leave the company years ago. Human testing, gene splicing, addictive designer drugs - nothing is off limits to Patel. Because of this, she knows her lab is a prime target for the vigilante known as Spider-Man.

Anticipating reprisals from the S-man's one-man war on Alchemax, Patel fashioned an assault suit to counter, restrain, and, if necessary, destroy him. To maximize the suit's effectiveness, she patterned it after the one worn by her idol, Doctor Otto Octavius, who according to historical records may have possibly destroyed the Heroic Age's Spider-Man in a climactic final battle.

Patel's goal as the Doctor of 2099? For history to repeat itself.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

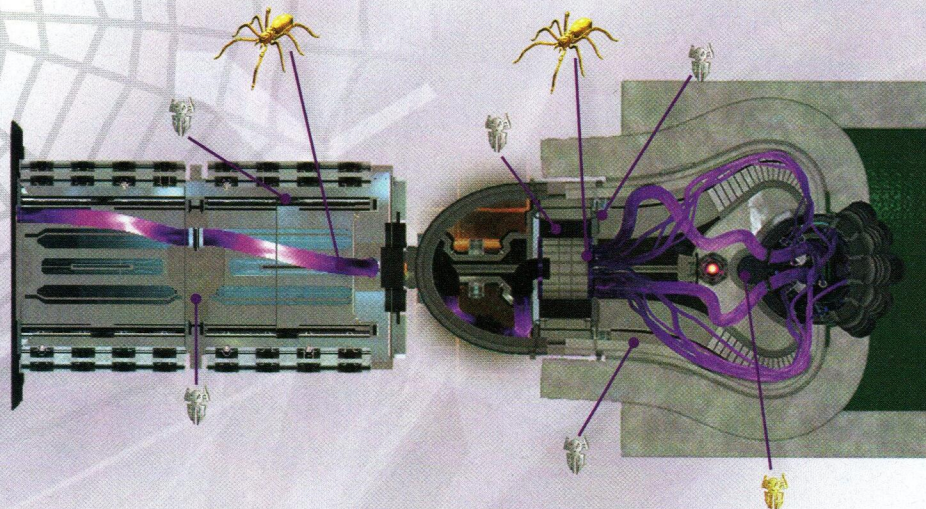
BEHOLD THE OBJECTIVE

Doctor Octopus shows Spider-Man what she has in mind for the Tablet fragment; using it to power her super generator so that she can rule the world. A few seconds after she shuts herself inside, Spider-Man gets blasted out of her centralized control room. To get back inside and confront Doc Ock, Spidey needs to shut down the four giant power lines connecting the generator to the surrounding labs.

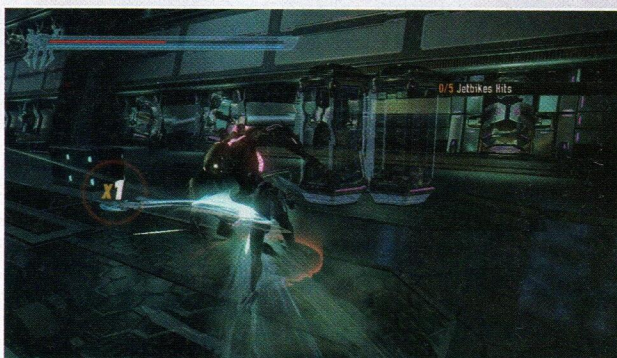




AREA MAP



LAB-1 AND THE OCTO-CREATURES



Spider-Man is sealed inside the entrance to Lab-1 with some awfully strange creatures. When perched up high, the Octopus creatures focus an aiming laser on Spider-Man. If the creatures are not knocked from their perches, their lasers soon turn red and shoot Spider-Man. Defeat these phasing monsters by zip kicking them off the floating platforms above, and then attack them on the ground with strong combos. When defeated, the Octopus creatures leave behind purple cores with tremendous destructive power that can be thrown at other enemies. Kamikaze creatures break free of the containment tubes around the area; defeat them quickly with one hit before they explode next to you.



Once enough enemies are defeated, the force field blocking the back of the room comes down and the door to the reactor room opens. Jump toward the large hexagonal depression on the lower back wall to find the first of eight **Hidden Spiders** in this level. Then web-clip to the top level and enter the reactor core.



SPIDER COLLECTOR


02

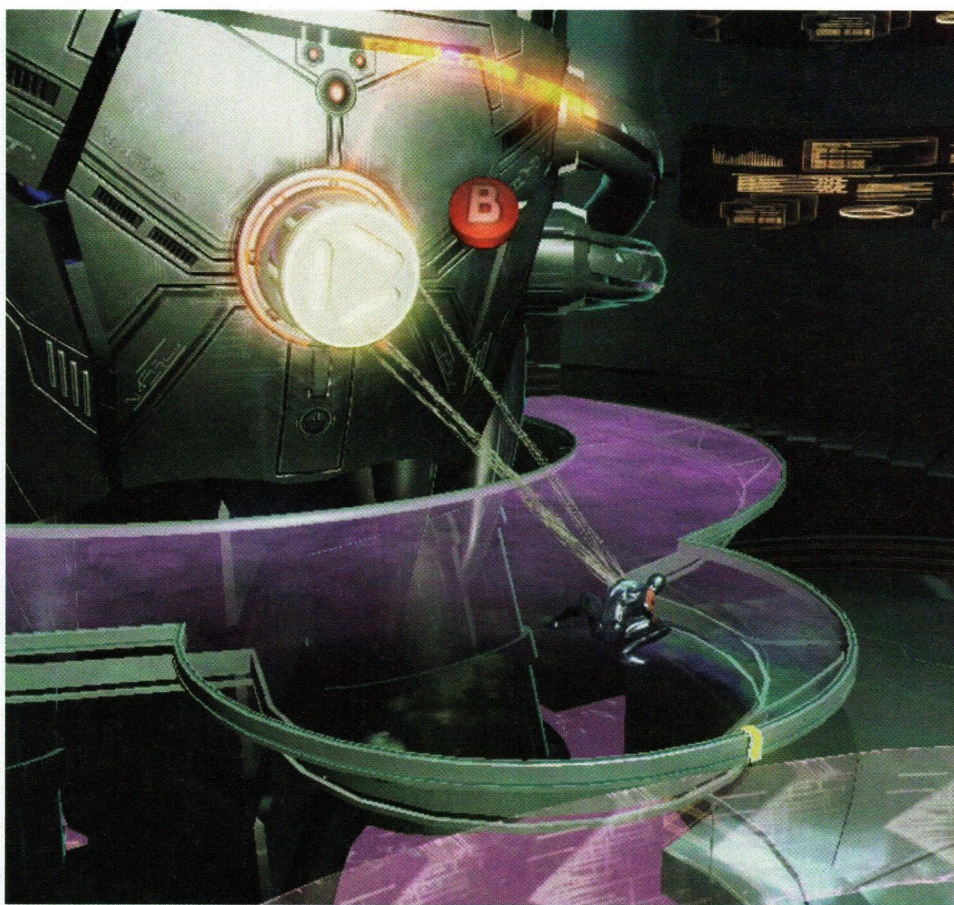
- OBJECTIVE: Find all the Hidden Spiders.
- SPIDER ESSENCE: +5000

The Hidden Spider found on the large hex at the back of the first area of Lab-1 is the first of eight you must find throughout this level to complete this challenge.

PULL OUT THE REACTOR CORE

Take out the gunners just inside the doorway, then proceed to the back of the room. Web-clip onto the platform in front of the reactor and web-pull the plug out to deactivate it.

 Three new enemies appear near the entrance. Take out all three by jumping up high to grab the Flying Maintenance Drones, and hurl them at the enemies down below to complete the Alley Oop challenge. Collect the Spider Emblems up high in the reactor room as well as the **Hidden Spider** above the highest doorway before returning to the specimen chamber.



03 ALLEY OOP

- **OBJECTIVE:** Hit 3 enemies with Flying Maintenance Drones.
- **SPIDER ESSENCE:** +4000

Double-jump high above the three enemies who enter the reactor core area after you've deactivated it, and grab one of the flying drones that buzz around up high. Use Spider-Sense to help you locate them if needed. Throw or kick these drones into the three enemies below to take them out easily. Accelerated vision helps when trying to take out the gunners.

FIGHT YOUR WAY OUT

Web-clip around the specimen chamber and take out the gunners positioned along the rails. Use Web-Strike Punches to take out the Jet Bikes hovering over the center of the room. Destroy five different Jet Bikes this way to complete the Swatting Flies challenge.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



04 SWATTING FLIES

- ▶ **OBJECTIVE:** Hit 5 Jet Bikes with Web-Strike Punches.
- ▶ **SPIDER ESSENCE:** +3000

Though you won't be able to complete this challenge in this area, you should certainly start working on it now. The Web-Strike Punch upgrade is available when seven challenges are cleared, and costs 6000 Spider Essence to purchase. Acquire this combat upgrade now if you haven't already. Jump up and web-strike Jet Bikes. As Spider-Man flies at the Jet Bike, tap the Fast Attack button repeatedly to perform a Web-Strike Punch. This is a much better attack than the standard Web-Strike, and causes the screen to freeze for a second when properly executed. There'll be plenty more opportunities throughout this level to complete this challenge.

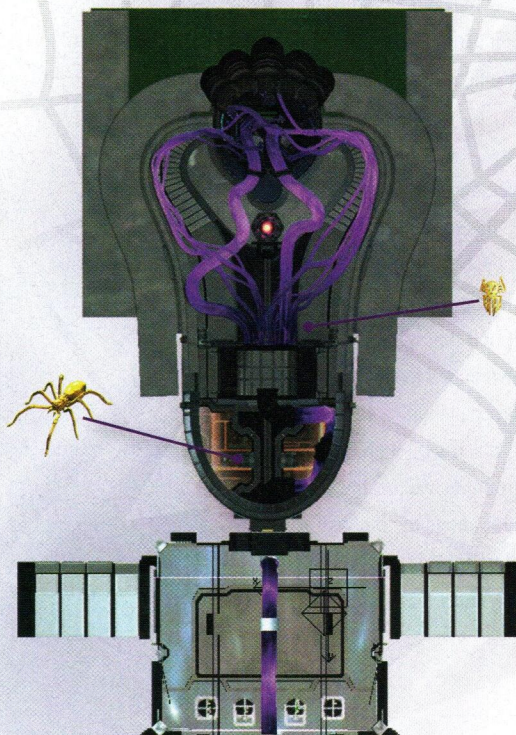
05 STAY DOWN!

- ▶ **OBJECTIVE:** Perform 5 Web-Slams on a Public Eye Patrol officer.
- ▶ **SPIDER ESSENCE:** +2500

This is another challenge you can complete easily while attempting to escape from Lab-1. After taking out most of the gunners on the upper level, use an Air Launcher to knock one off his feet. Activate Accelerated Vision immediately afterward to help. As soon as Spider-Man settles into position and the gunner is flying up in the air, press the Grab button to connect a web to him and slam him on the ground. As soon as he's back up in the air, press the Grab button again to slam him once more. With the right timing, you can slam him five times in a row and complete this challenge with little interference.



AREA MAP



LAB-2

After clearing the specimen containment area of enemies, swing out of Lab-1 in the central chamber. Web-zip over to the beams set against the wall to the right. Collect the Spider Emblems by web-zipping to all the various connectors, then continue to the doorway marked Lab-2.

THE ORDER OF DISCONNECTING REACTORS CORES IS UP TO YOU

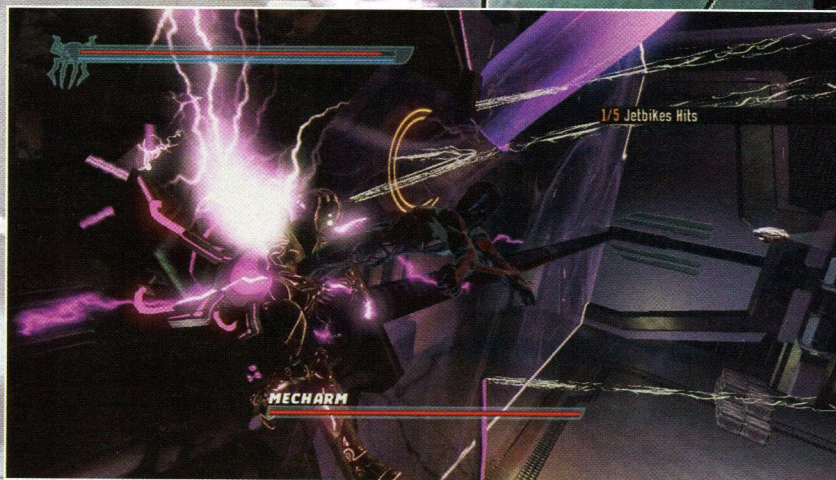
Although you can shut down the generators in any order desired, this walkthrough will go in order according to the way that the labs are labeled in the central chamber (counterclockwise around the central core).



BOSS MECHARM A

HP: 16,000
STING: 15,000
REPULSE: 0

At the entrance of Lab-2, Doctor Octopus puts in an appearance. Piloting a mechanical loading arm, she intends to smash Spider-Man to pieces. Wait until the arm moves to your location, then dodge roll left or right to get out of the way. Watch the hexagonal hatches on the floor; when one of them opens, stand on the glowing core inside. Dodge roll out of the way before the arm falls on you, and it will strike the glowing core. When the arm damages the core it's electrocuted and rendered inoperative for several moments. Web-clip onto the arm and run up its length toward Doc Ock. Press the Grab button to reduce the Mecharm's structural integrity by half. Jump off the arm, goad it into smashing another open floor hatch to electrocute it, and do the same to send it back for repairs.




THE MECHARMS ARE ALWAYS ENCOUNTERED IN THE SAME ORDER

Another Mecharm must be destroyed at the entrance of Lab-4. Whether you go to Lab-2 first or Lab-4 first doesn't matter; Mecharm A is always encountered first, and Mecharm D (covered later) is always encountered second.

PROTECT THE SCIENTIST!

After disabling the Mecharm, smash the crates in the room to regain health. Then proceed into the reactor core room. A scientist just inside the door offers to help deactivate the force field surrounding the core. All you have to do in the meantime is prevent hordes of enemies from killing the scientist.

Focus on taking out the unarmed light humans who approach and attack the scientist. Grab them and web-swing them away from the scientist to give yourself some space. If only one guy is attacking the scientist, then grab him and punch him several times before slinging him.

 The rest of the enemies will focus on Spider-Man. Take out the shielded foes next, using the Web-Strike Evade technique to get behind them quickly. Then grab the gunner's missile launchers and bash them with it using the disarm technique. When just the S.I.E.G.E. soldiers remain, lead missiles into them and then take them out with finishing grabs. The scientist will get the shields down at around the time that you're fighting the S.I.E.G.E. officer. Finish up, and then jump on the reactor's platform and web-pull the core out. On your way out of the room, drop into the chasm to the right of the door to find a **Hidden Spider** crawling on top of the Maintenance Drone chute.

06 MAN OVER MACHINE

- **OBJECTIVE:** Ledge run on Doctor Octopus' mechanical arm.
- **SPIDER ESSENCE:** +1000

When facing off against either Mecharm A or Mecharm D, you have the opportunity to complete this challenge. To do so, disable the Mecharm as described in the strategy above. Then angle your camera until the perch point icon on the arm moves down to the elbow joint or lower. Web-clip to the low point on the arm and run all the way up the arm to reach Doc Ock. Typically you can web-clip directly to Doc Ock's cockpit to save time, but not if you want to clear this challenge.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



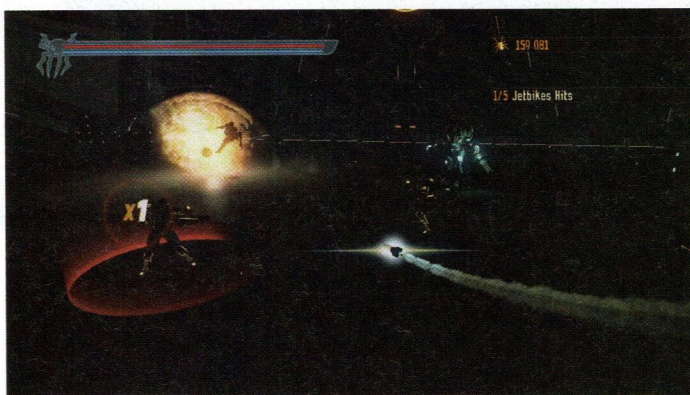
07 SUPER SLOW-MO

- ▶ OBJECTIVE: Trigger and empty Accelerated Vision 5 times.
- ▶ SPIDER ESSENCE: +10,000

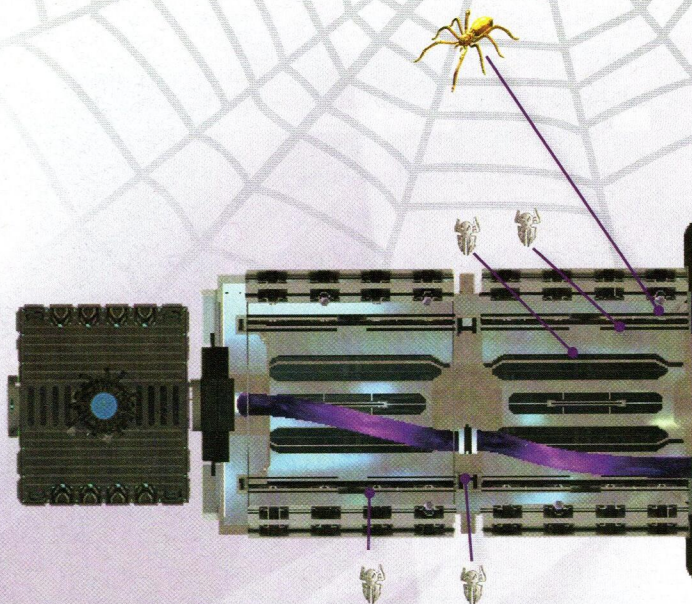
Trigger Accelerated Vision repeatedly while defending the scientist, and allow the meter to run out completely each time. You need to wait until the meter is completely refilled to trigger it again and you should be able to complete this challenge while playing through this level with ease.

EXIT LAB-2

Exit the reactor core to encounter another group of gunners and S.I.E.G.E. officers. Whenever someone fires a homing missile, activate Accelerated Vision and lead it into the S.I.E.G.E. unit. When clear, web-zip along the wall beams in the central area to Lab-3.



AREA MAP



LAB-3

Lab-3's entrance is giant another specimen containment area. This time three of the Octopus creatures are guarding the entrance.



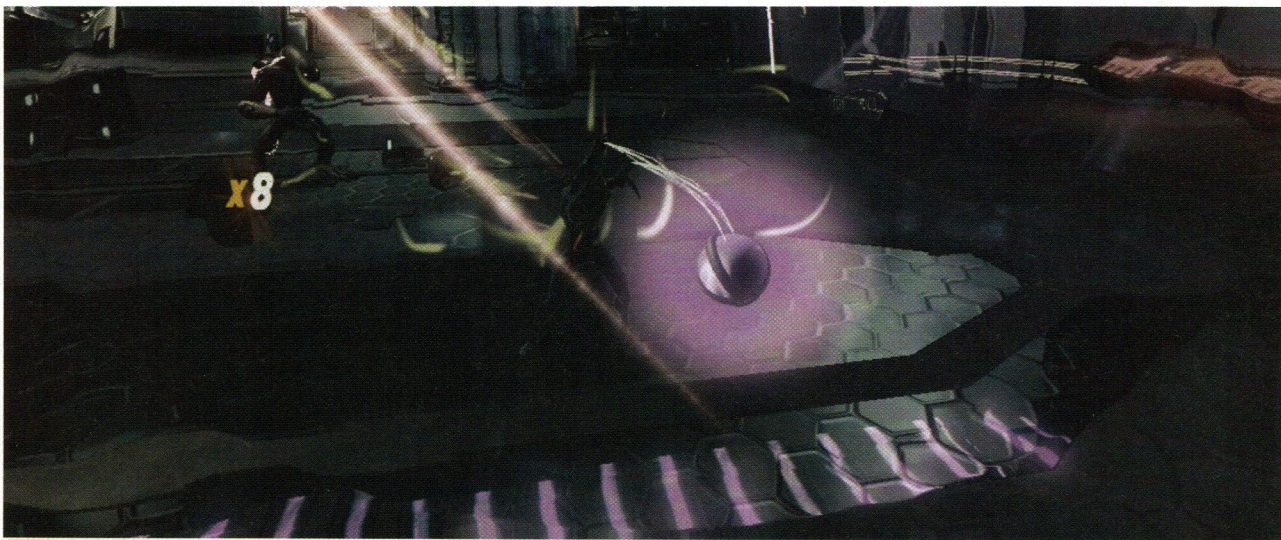
Prioritize knocking down perched creatures first before they can aim their lasers and shoot Spider-Man. Also, whenever you defeat one, grab the core they drop and throw it at one of the other creatures. You should be able to do this at least twice here and once somewhere else in the building to complete the Core Mechanic challenge. Defeat all three Octopus creatures to remove the force field blocking the reactor core entrance. Web-zip to the upper platform near the entrance to find a **Hidden Spider**.



08 CORE MECHANIC

- ▶ OBJECTIVE: Hit enemies using 3 energy cores dropped from a lab creature.
- ▶ SPIDER ESSENCE: +2500

When fighting the Octopus creatures at the entrance of Lab-3. Be sure to grab the cores they drop when defeated and throw them at the other creatures. If you don't get an opportunity to complete this challenge before proceeding to the final boss fight, you will definitely complete this challenge when fighting Doc Ock.



KAMIKAZE BARRAGE

Web-clip to the top of the containment chamber and proceed through the doorway. Spider-Man finds himself in a small specimen lab. After Doc Ock talks just to hear herself for a while, kamikaze creatures start rushing Spidey. Deliver one fast punch to each of these creatures to KO them harmlessly before they detonate. When they start to crowd up, activate Accelerated Vision to help you take them out as quickly as needed.



09 ACCELERATED

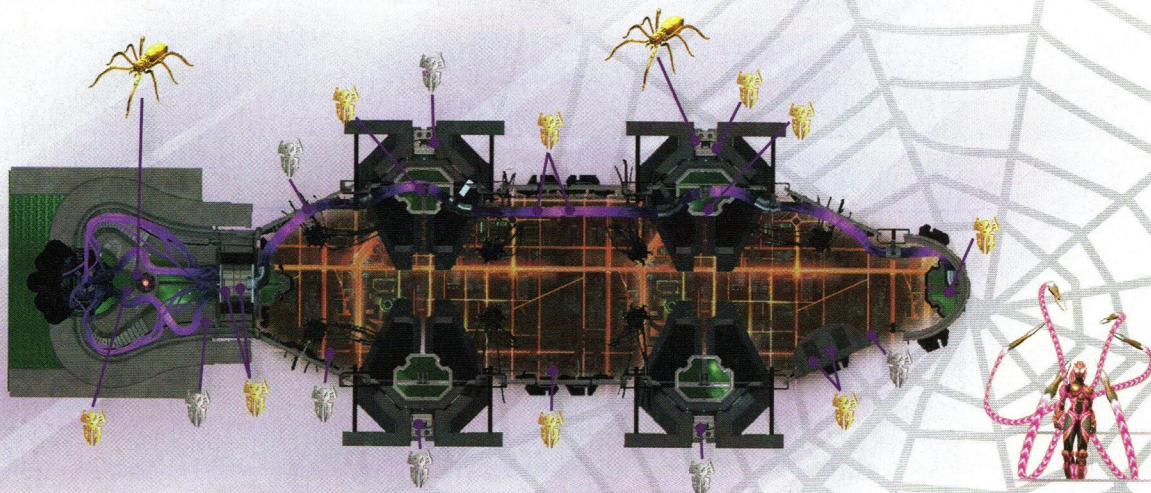
► **OBJECTIVE:** Defeat 5 enemies in a single Accelerated Vision.

► **SPIDER ESSENCE:** +5000

By using Accelerated Vision to help you take out the kamikaze creatures in the specimen lab as instructed above, you should easily complete this challenge.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

CIVILIAN GATHERING 101



Proceed through the backdoor of the specimen lab. Spider-Man immediately recognizes the situation; three scientists must be rescued from P.E.P. officers and delivered to the workstations at the back of the room so that they may deactivate the force fields blocking access to the reactor core.

First, take out the Jet Bikes that fly into view by performing Web-Strike Punches to complete the Swatting Flies challenge. Then web-zip over to first high platform to the right of the entrance. Web-pull the glass wall to gain access to a Spider Emblem and a **Hidden Spider**.



10

BREAKING AND ENTERING

- **OBJECTIVE:** Web-pull 5 glass walls in Alchemax's labs.
- **SPIDER ESSENCE:** +5000


The four glass walls you must web-pull in this area to rescue the scientists and reach other items will get you started on completing this challenge. The fifth glass you must web-pull is located en route to the reactor core in Lab-4.

DISABLE THE FORCE FIELDS

Web-swing to each platform where a scientist is being held captive. As soon as you arrive, more Jet Bikes and Octopus creatures appear behind you. Web-zip the Octopus creatures off perch points to keep them from targeting Spider-Man, and Web-Strike Punch the Jet Bikes. When the edge of the platform and the air above are clear, drop back on the platform and take out the gunners and S.I.E.G.E. officers. Finally, perform a web-pull on the glass, grab the scientist, and web-swing to the far end of the chamber. Drop onto the last platform and move into the ring of light to set down the scientist. Repeat this three times at three locations and bring the scientists to the back platform.



DEACTIVATE THE THIRD CORE

 A squad of officers has been deployed to meet you when the three shields protecting the reactor core are deactivated. While fighting the enemies with the usual strategies, activate Accelerated Vision repeatedly. Move behind the hologram image of Scorpion to find a **Hidden Spider** on the ground. When clear, jump onto the reactor platform and web-pull the core out. Defeat the additional gunners and Jet Bikes that attempt to prevent you from exiting Lab-3. Web-zip over to Lab-4.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



11

EMBLEM COLLECTOR

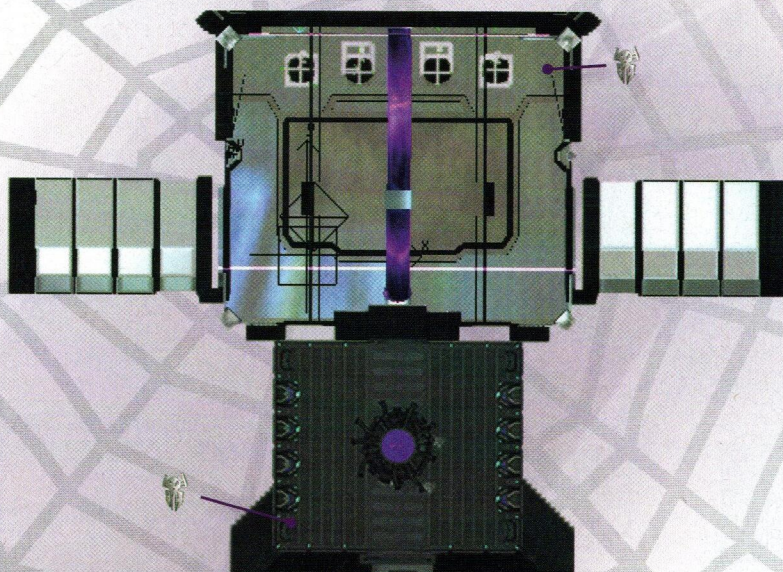
► OBJECTIVE: Collect 35 Spider Emblems.

► SPIDER ESSENCE: +3000

While delivering the scientists to the reactor core room's platform, look for Spider Emblems tucked all over this area. If you've been collecting them pretty well so far and get most of the emblems in this area, you should complete this challenge by now.

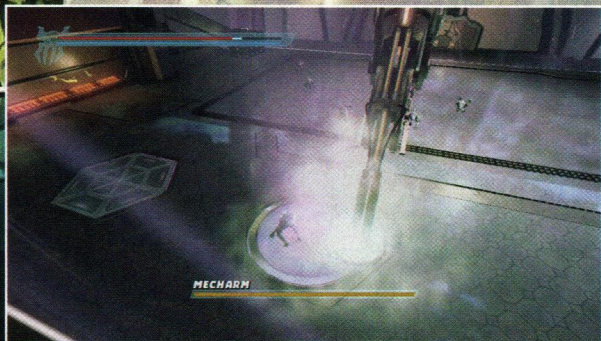


AREA MAP



BOSS MECHARM D

HP: 16,000
STING: 15,000
REPULSE: 0



Doctor Octopus meets you at the entrance of Lab-4 with another mechanical arm. Like the last time, goad the Mecharm into pounding on the exposed cores in the

floor. When the arm is electrocuted, web-zip up to Doc Ock and press the Grab button to perform a special attack. Do this twice to disable the Mecharm and send her packing.

The difference in the second battle is that kamikaze creatures flood the chamber. Move to the exposed cores, activate Accelerated Vision, and stand your ground. Punch the kamikazes until the Mecharm moves above you, then press Defensive Stance to flip out of harm's way.



12 COST YOU AN ARM

- ▶ OBJECTIVE: Destroy both mechanical arms of Doctor Octopus.
- ▶ SPIDER ESSENCE: +5000

Both Mecharms must be destroyed in order to deactivate the four power cables leading to the central generator.

THE LONG SWING

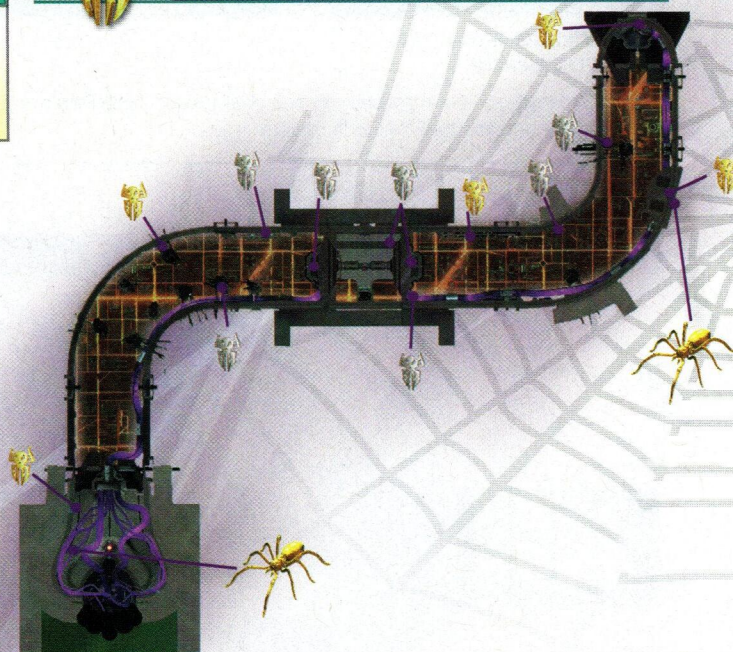


Proceed into another specimen lab and eliminate kamikazes before they detonate beside Spider-Man. In the next area, Spider-Man can see the power cable running back into the darkness. Jump up and destroy the Jet Bikes that come to greet you. High up on the wall to the left is a kind of massive blue circuit box. Web-zip over to the base of this construct and wall-crawl up inside. Avoid the many sparking power cables; Spider-Man takes continuous damage for a few seconds if he touches them.

At the top of this area is another **Hidden Spider**.



AREA MAP



13 CABLE GUY

- ▶ OBJECTIVE: Shut down all 4 master cables that power up the lab.
- ▶ SPIDER ESSENCE: +4000

Successfully pulling the cores out of the four reactors awards you an extra challenge and a healthy Spider Essence bonus!

FREE THE COLLEAGUE

Continue web-zipping from one perch point to the next, rounding up Spider Emblems as you make your way to the end platform. Just inside the doorway, Doc Ock appears via hologram to warn Spider-Man, like that's going to work. Defeat the security detail she calls to the scene, then web-pull the glass wall on the side of the room to free a scientist. The woman runs to the control panel beside the exit and deactivates the force field.

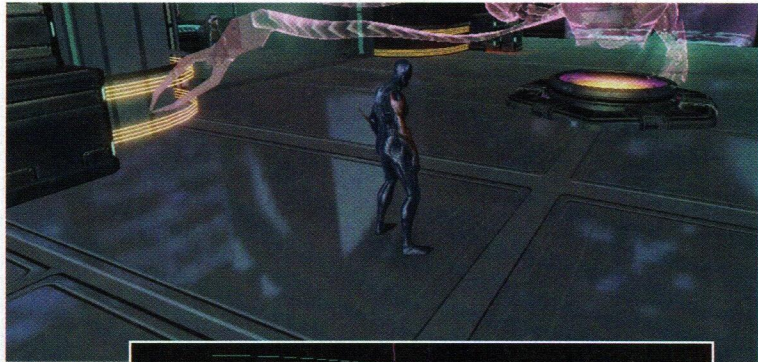


Make your way to the reactor core room, taking out Jet Bikes and collecting Spider Emblems along the way. Web-zip up to the "handle" on the wall to collect the last **Hidden Spider**. Drop to the ground, defeat a large security force, and then web-pull the core out of the reactor.

RIDE THE WAVE

As you start to exit Lab-4, Doc Ock attempts to exact revenge for Spider-Man's interference in her evil scheme. The reactor releases a massive wave of energy that threatens to consume all in its path. Quickly web-swing back across the chasm to the central station. Grab the screaming scientist as you race through, and continue web-swinging all the way back to the specimen lab. Boost your swings and use Accelerated Vision to stay ahead of the flames licking at your heels.

Return to the hangar. A large squad of light gunners are lined up at the edge of the platform. This is the perfect opportunity to complete the Too Fast For You! challenge before swinging over to the central control room to face off against Doctor Octopus in the final showdown.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



14

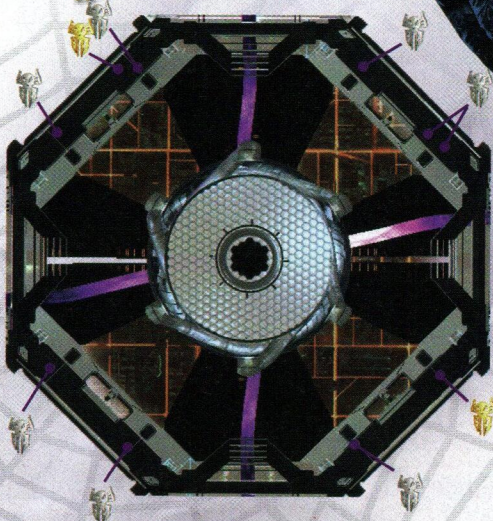
TOO FAST FOR YOU!

- ▶ **OBJECTIVE:** Hit 5 enemies with a single charge attack.
- ▶ **SPIDER ESSENCE:** +2500

To complete this challenge, approach the gunners lined up at the edge of the loading dock platform. Move nearest the gunner at the left end of the line, and angle your camera so you can see the rest of the gunners. Hit a gunner and continue holding the Fast Attack button to charge up. Release the Fast Attack button to plow through five gunners in a row, instantly clearing this challenge. Upgrading your Charge Attack to Lv2 or Lv3 and purchasing the Quick Charge upgrade are things that are sure to help.



AREA MAP



BOSS DOCTOR OCTOPUS

Forced to come to terms with the limitations of her genius, Doctor Octopus prepares to roast Spider-Man. She remains inside the device, protected inside a pink shield. Meanwhile she fires a laser that starts on the side of the room and quickly tracks toward Spider-Man. Activate Accelerated Vision and run counterclockwise all the way around Doc Ock to her backside. Approach one of the cores in the base of her machine and mash the Grab button to pull it out. If you ran all the way around her in accelerated mode, then you should have plenty of time before the laser catches up. Deactivate Accelerated Vision and run around her until your meter is full again, then activate it and gain some ground on the laser. Move to the other two cores and pull them out too. When her lasers and shields go down, jump up and web-strike her to knock her out of her machine.

HP: 38,000

LASER BEAM: 15,000

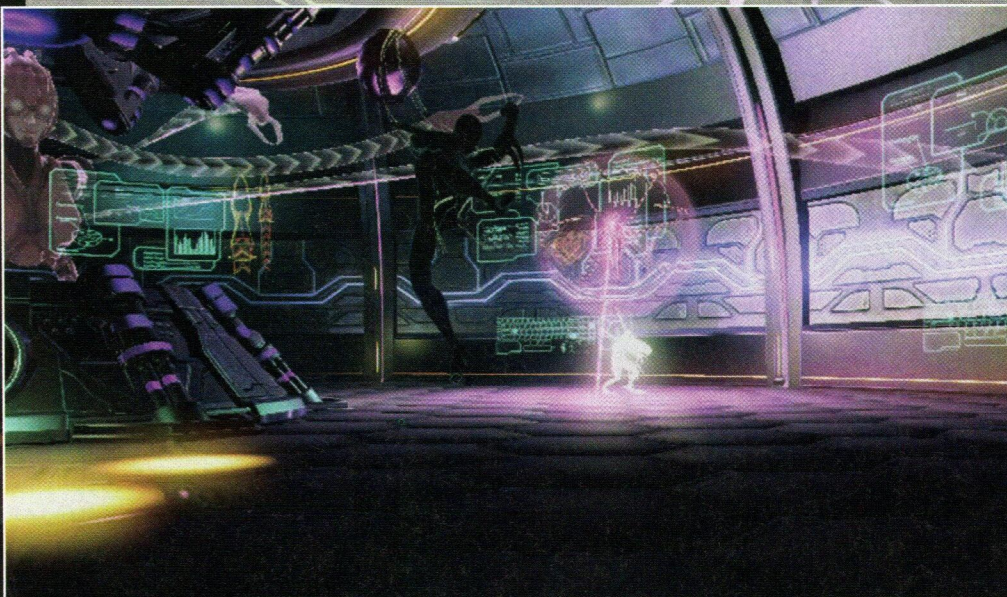
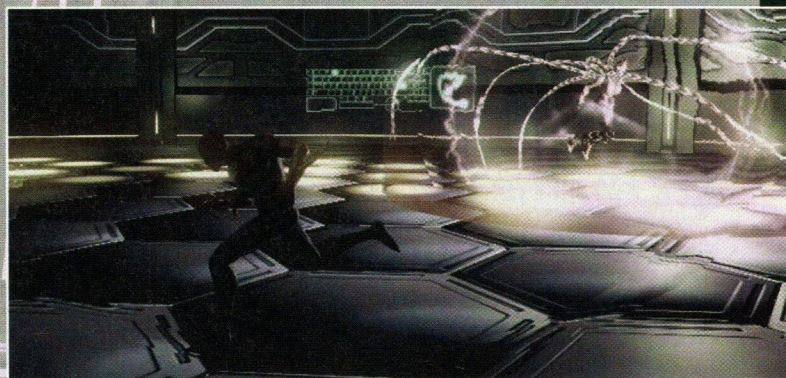
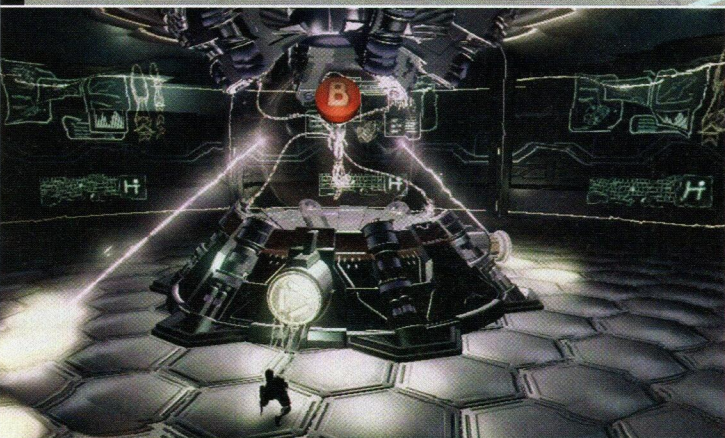
HOLOGRAM BEAMS: 15,000

FORCE FIELD (TOUCH): 5000

Doctor Octopus now chases Spider-Man around the room, her tentacles irradiating floor tiles that explode when touched. Activate Accelerated Vision and run well ahead of her, or drop into Defensive Stance and swing around the chamber, avoiding the electrified panels as you do so. This activity drains her power, and eventually she'll have to return to the center and recharge from the machine. Double-jump to avoid the spreading shockwave she releases, then web-strike her while her shields are down. You can then grab her to perform a special attack that drains a quarter of her health. Afterward you must repeat running from her until she recharges, then avoid her shockwave, web-strike her and grab her. Repeat this pattern until her health is down to 25% or less.

Doc Ock returns to her machine and starts creating the Octopus creatures that drop energy cores when defeated. She also slowly flies toward Spider-Man emitting a laser beam. Since you don't have time to defeat the creatures with combos, the idea is to position Spider-Man so that the creatures fall between him and Doc Ock. When her laser cuts down the creature, quickly pick up the energy core it drops and hurl it at Doc Ock.

After you damage her once this way, she begins creating projections of herself that continue firing the lasers, so that multiple lasers are cutting a path across the floor toward Spider-Man's last position. Continue maneuvering Spider-Man so that creatures fall between him and the many lasers. Allow Doc Ock to cut down at least five of her own creatures so you can complete the Cutting Edge challenge. Then pick up two more energy cores dropped by creatures and hurl them at Doc Ock to finish the battle.





15

CUTTING EDGE

- ▶ **OBJECTIVE:** Destroy 5 lab creatures with Doctor Octopus' laser.
- ▶ **SPIDER ESSENCE:** +2500

When Doc Ock is attempting to blast Spider-Man with floor-tracking lasers toward the end of the final battle, maneuver so that the lasers hit the Octopus creatures and not Spider-Man. Make this happen five times to complete this challenge before ending the boss fight.



DOCTOR OCTOPUS

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

RANKING: LEVEL 11

LEVEL 11 RANKING CRITERIA

MEDAL	COMBO RATING	EMBLEMS COLLECTION	CLEAR TIME
	19,000+	45+	00:35:00 or less
	15,000 - 18,999	35 - 44	00:45:00 - 00:34:59
	13,000 - 14,999	20 - 34	01:00:00 - 00:44:59
	0 - 12,999	0 - 19	01:00:01+

BONUS GALLERY UNLOCKS:

EASY MODE	NORMAL	
CHARACTER BIOS	DIMENSION	CONCEPT ART
Doctor Octopus	2099	Doctor Octopus 1-9

HARD	
DOCTOR OCTOPUS	DR. OCTOPUS CREATURES

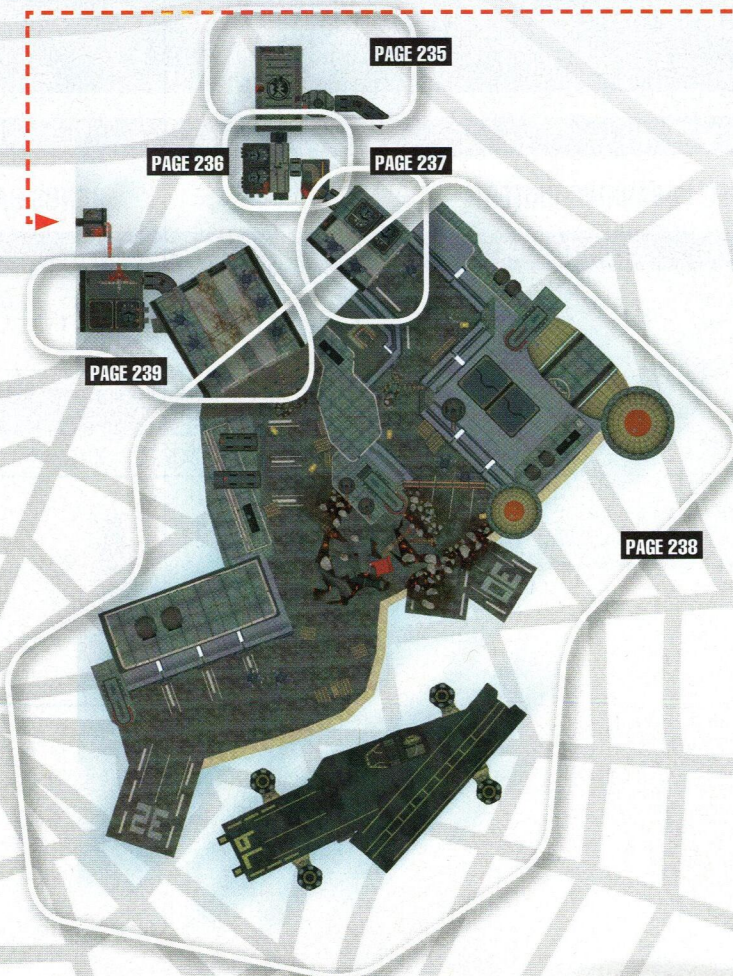




ULTIMATE:

CARNAGE

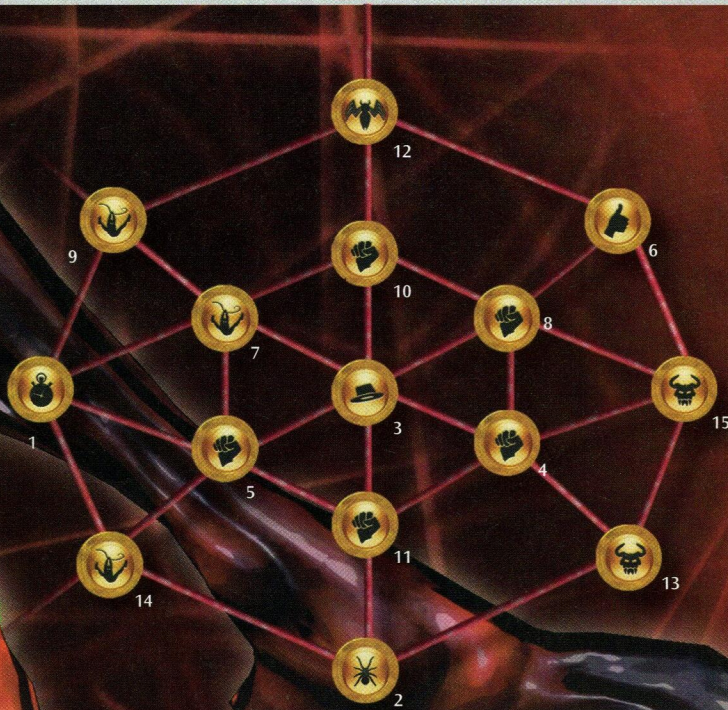
STAGE MAP



ENEMIES ENCOUNTERED

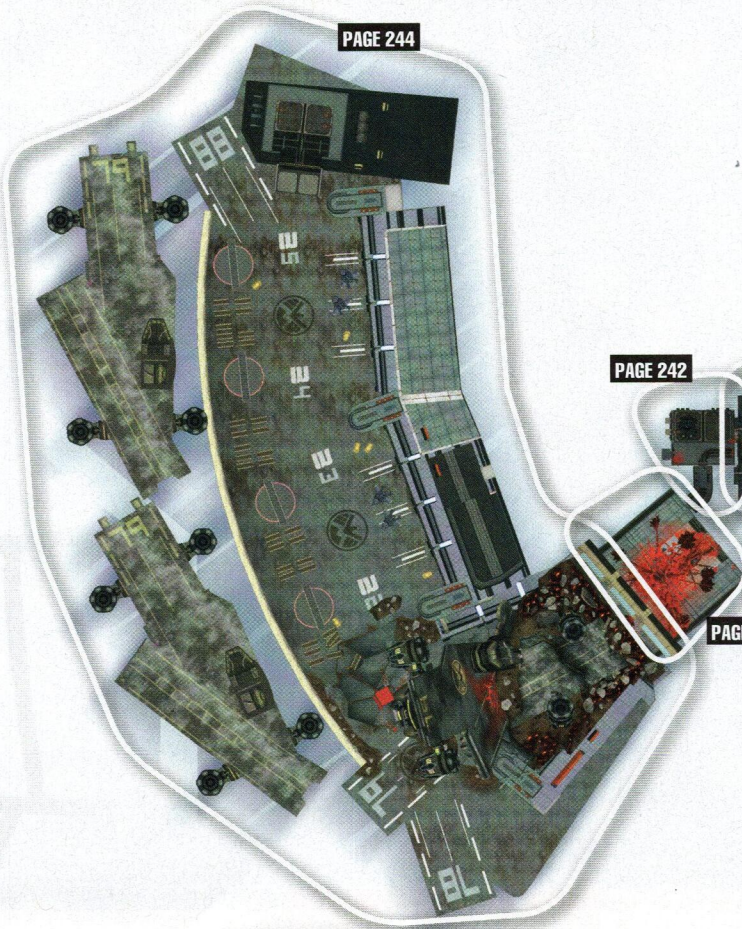


WEB OF DESTINY



- 1 MAXIMUM CARNAGE
- 2 SPIDER COLLECTOR
- 3 QUARANTINE
- 4 PURGE PROTOCOL
- 5 SPLASH DAMAGE
- 6 FEELING ANGRY
- 7 DOOR BUSTER
- 8 SMELLS LIKE BACON
- 9 JAILBREAK
- 10 KNOCKED BACK
- 11 STRIKE!
- 12 EMBLEM COLLECTOR
- 13 CARNAGE BBQ
- 14 CRASH 'N BURN
- 15 FEEDING FRENZY

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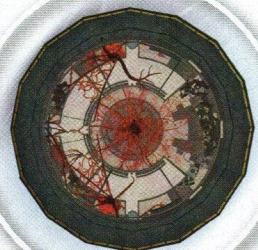
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PAGE 243

PAGE 240



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PAGE 245



ENEMY	TYPE	HP
Corrupted S.H.I.E.L.D. Agent	Light Human	5000
Corrupted S.H.I.E.L.D. Gunner	Light Human (Ranged)	3000
Corrupted S.H.I.E.L.D. Captain	Medium Human (Captain)	18,000
Spider-Slayer Mark II	Heavy Human (Drone)	60,000
Carnage Creature	Medium Creature	9000

S.H.I.E.L.D. SECURITY AIN'T WHAT IT USED TO BE



Seeking help in finding the third fragment of the Tablet of Order and Chaos in his dimension, Ultimate Spider-Man swings by Triskelion, the super villain containment center and island headquarters of S.H.I.E.L.D. Only he discovers Triskelion in crisis mode, bodies drained of blood, red strands covering everything: the telltale signs of Carnage!

CARNAGE

IDENTITY: No dual identity

OCCUPATION: None

CITIZENSHIP: None

EDUCATION: None

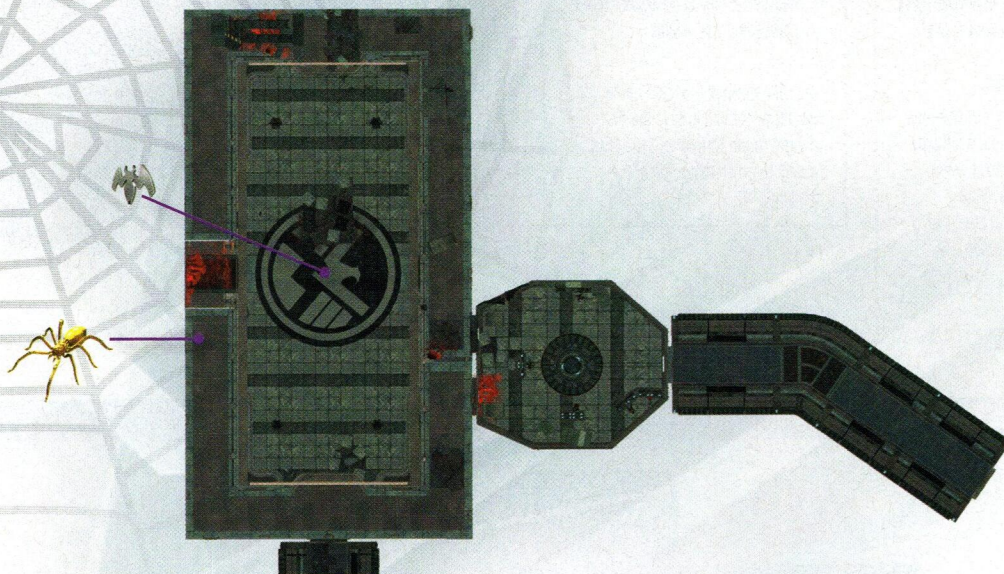
FIRST APPEARANCE: *Ultimate Spider-Man* #61 (2004)

More than any other of his adversaries, Spider-Man feels most responsible for this mindless, deadly creature... because it was grown out of a sample of Peter Parker's own blood! When Peter gave Dr. Curt Conners a blood sample to study, he had no idea that Conners would try mixing it with the chemicals from Richard Parker's "suit" formula, responsible for both Spider-Man's black costume and Venom.

That mixture would grow into a monster that acted purely on instinct, surviving the only way it knew how – by draining the very life out of any man, woman, or child unfortunate enough to cross its path. Spider-Man thought he'd destroyed the creature in the heart of an industrial furnace, only to defeat it once more later on with the help of S.H.I.E.L.D. And since then, it appears that S.H.I.E.L.D. has been doing some experimentation of its own...



AREA MAP



SIGNS OF CARNAGE

Walk through the security room into the corridor, and follow Carnage down the passage into a large room filled with corpses. Drop to the ground floor, and the corpses rise! Watch out for enemies that get behind Spider-Man, grab him, and hold him for others to attack. Using Spider-Sense to determine when their health is depleted helps while attacking them, since the corpses tend to remain standing a few seconds after they've been defeated. Attack the reanimated corpses until the Rage Meter is filled, then activate Rage Mode and clear the room. There are enough enemies present here that you should clear the Maximum Carnage challenge easily with your first use of Rage.



Smash the crates in the room to regain health.

Jump to the upper level above the exit and go around the passageway to the right. Smash the crates blocking the corridor to find the first of eight **Hidden Spiders**. Then drop down to the lower level and proceed to the back of the room. Web-pull the doors bearing the S.H.I.E.L.D. emblem.

TWO HUNDO!

Once your Rage Meter, Duration, and Regen are maxed, this is a fantastic place to achieve the Two Hundo Trophy/Achievement. Run to the end of the chamber and draw out the enemies behind the crates. *Do not* hit anyone yet. Just draw them out. Once everyone has come out to play, leap onto a wall, out of their reach, and wait for them to group up. Jump off in their midst while activating Rage Mode, and unleash Spidey's fast attacks like crazy. Continue wading toward groups of them and watch as your Rage Meter continually refills, allowing Ultimate Spider-Man to surpass the 200-combo mark with reckless abandon!

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT



01 MAXIMUM CARNAGE

► **OBJECTIVE:** Keep your Rage Mode active for 30 seconds by continuing to BEAT enemies!

► **SPIDER ESSENCE:** +5000

Due to the large numbers of enemies appearing in the first area, it should be easy to keep Rage Mode active for well more than 30 seconds. After clearing the central area, move toward the exit to trigger the rise of at least 20 more corpses to help continue your Rage.

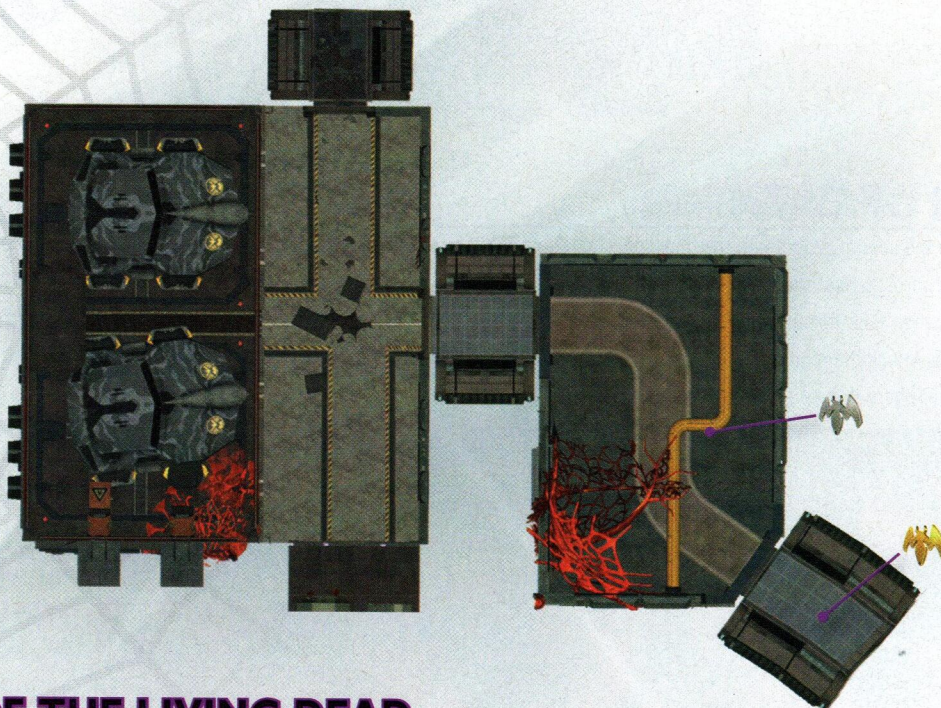
02 SPIDER COLLECTOR

► **OBJECTIVE:** Find all the Hidden Spiders.
► **SPIDER ESSENCE:** +5000

The Hidden Spider located above the first large combat area is the first of eight found throughout the level. Collect them all to complete this challenge.



AREA MAP



ASSAULT OF THE LIVING DEAD

More walking corpses chase a civilian scientist into a security room. Though she locks herself inside, the corrupted agents begin beating their way through the door. You must defeat all the enemies in the room before they destroy the security door, starting with the ones nearest to it. When rescued, the civilian agent unlocks the door to the next area.



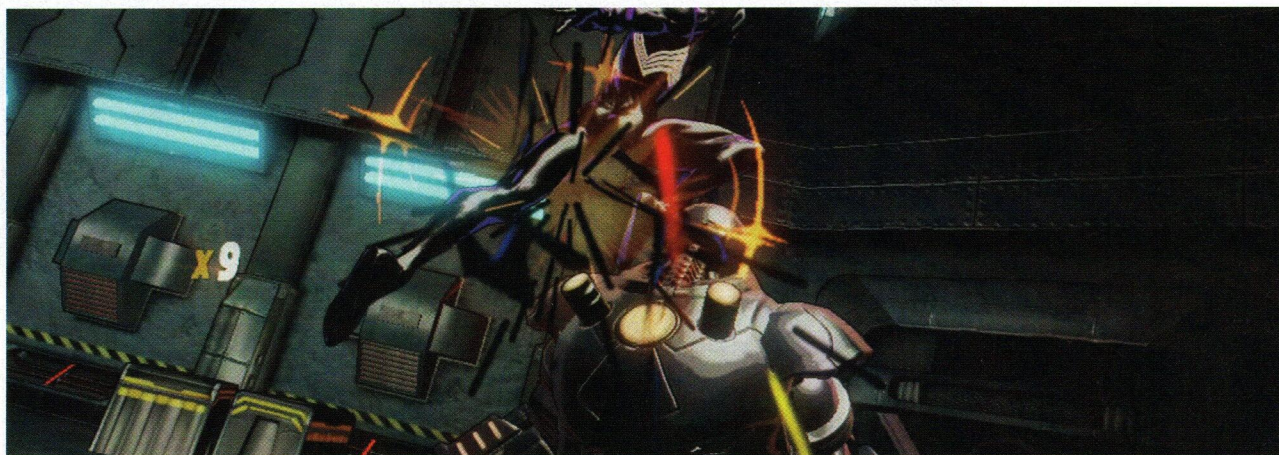
03 QUARANTINE

- ▶ OBJECTIVE: Rescue the civilian from the corrupted S.H.I.E.L.D. agents.
- ▶ SPIDER ESSENCE: +3000

Rescuing the civilian before the corrupted agents break down the door is required to complete this level.

RISE OF THE SPIDER-SLAYERS!

A Spider-Slayer Mark II uses fire to drive Carnage out of the area. However, the Spider-Slayer hasn't been calibrated to understand the difference between Carnage and Ultimate Spider-Man in the black suit, and moves to attack! Throw objects at it to weaken it, especially the explosive barrels in the room. When the Rage Meter is full, approach it and activate Rage Mode so as to attack it without being pushed back. When the Grab button icon appears above it, approach and eliminate the Spider-Slayer with a finishing grab. Proceed into the next area.



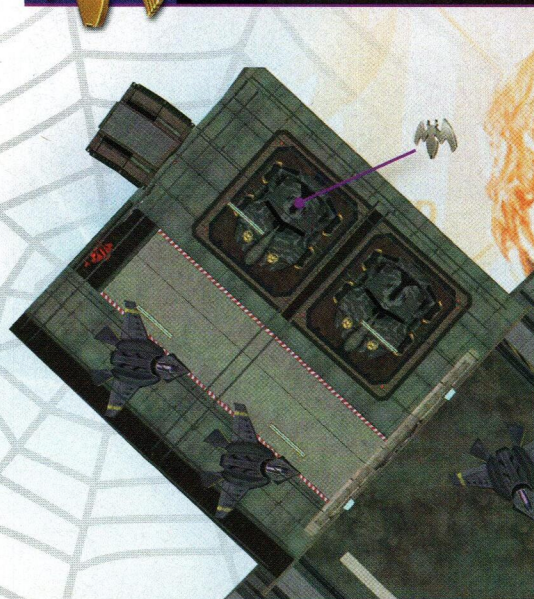
04 PURGE PROTOCOL

- ▶ OBJECTIVE: Destroy 10 Slayers.
- ▶ SPIDER ESSENCE: +10,000

The Spider-Slayer that you must destroy in order to leave this area is but the first of many to come. Eliminate 10 Spider-Slayers before corpses or Carnage creatures kill them to complete this challenge.



AREA MAP



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

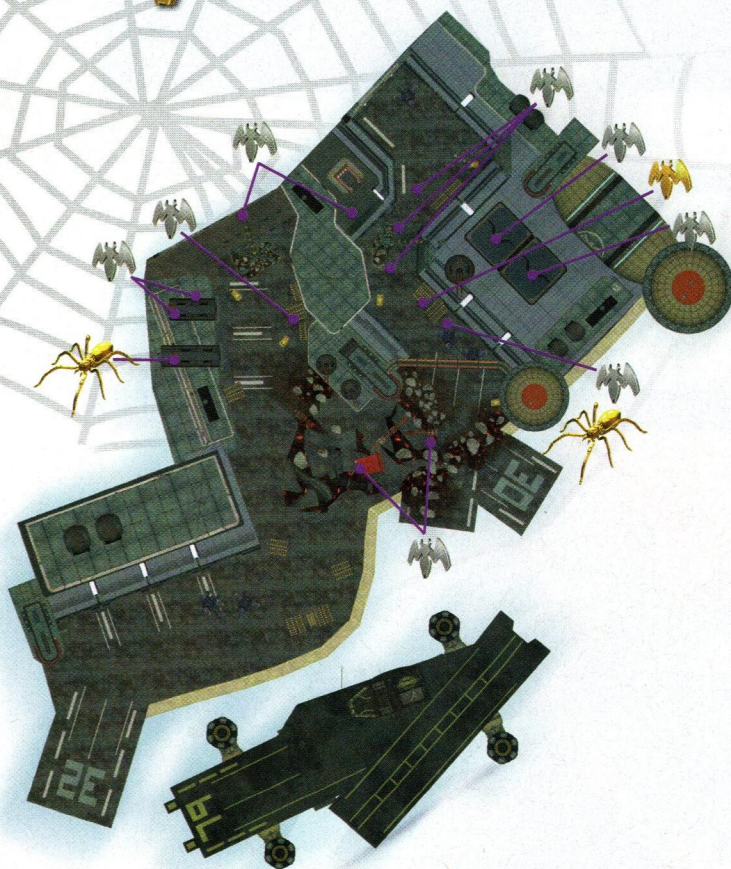
FINAL ACT

HANGAR HELL

Spider-Slayers engage corrupted S.H.I.E.L.D. agents in every part of the hangar. Jump onto the raised ships and use the Disarm technique to take out corpse gunners. Hurl explosive barrels at the corpses. Drop to the floor and use accumulated Rage to take out the Spider-Slayers before the corrupted agents do. Clear the room and drop through the open hangar door down to the ground.



AREA MAP



OUTDOOR CHAOS

Battle another large group of corpses and Spider-Slayers, activating Rage Mode whenever possible. Lone corrupted agents will just keep coming at you, so web-zip past them onto a large fallen satellite. Collect the Spider Emblems on the satellite's arms and ledge run to the top. Web-jump upward repeatedly, then swing over to the rooftop. Take out another mixed group, then move to the other side of the roof and drop back to the ground.




Look for hangar 28. On the side of the cargo containers to the left you'll spot another **Hidden Spider**. Defeat the Spider-Slayers and corpses near the inferno's edge. Then move to where a helicopter is firing on Carnage.

Ledge run across the fallen beam and web-zip to the next beam. Run to the top of the beam and jump onto the crane rooftop. Collect the Spider Emblem there, and then web-zip to the next area.

Move to the explosive barrels on the left and hurl them into the crowds of corrupted agents. Doing so should enable you to complete the Splash Damage challenge. By now you should also be completing other challenges, such as Feeling Angry and Purge Protocol.



 Web-pull the two small doors in this area to complete the Door Buster challenge. Behind the first door, plenty of corpses lie on the ground, but they don't rise immediately. Smash through the crates at the back to find a **Hidden Spider**. Taking the spider causes the corpses to come to life. In the second room you'll find a large number of explosive barrels and more corpses. Merely hitting one of the barrels is enough to set them all off, killing all enemies and inflicting minor damage on Spider-Man. However, this is another way to achieve the Splash Damage challenge if you haven't already.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

05 SPLASH DAMAGE

- ▶ OBJECTIVE: Ignite 5 enemies at the same time.
- ▶ SPIDER ESSENCE: +5000

Grab and throw explosive barrels at a group of enemies so that when the barrel detonates, at least four other targets are hit by the blast. This challenge is easiest to achieve in the small corridor connected to the outdoor area, as mentioned in the walkthrough.

06 FEELING ANGRY

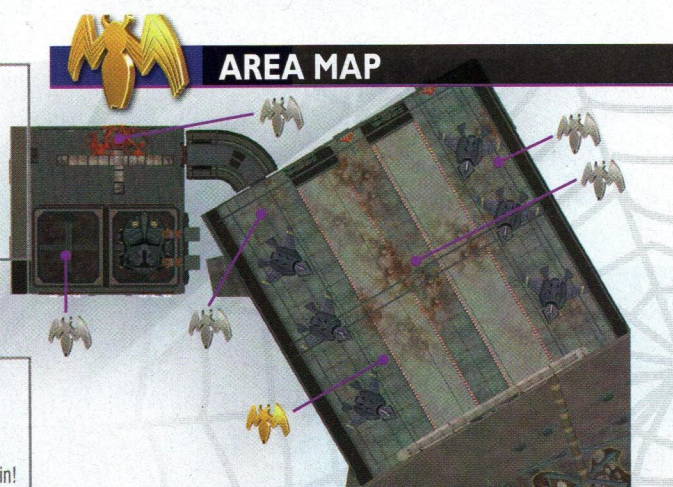
- ▶ OBJECTIVE: Activate the Rage Mode 10 times.
- ▶ SPIDER ESSENCE: +2500

Activating Rage Mode is virtually required to survive most of the corpse encounters throughout this level. By now, you should have activated Rage at least 10 times, if not more.

07 DOOR BUSTER

- ▶ OBJECTIVE: Execute 3 Web-Pulls throughout Triskellion.
- ▶ SPIDER ESSENCE: +2000

Don't miss the two doors in this area, or else you'll need to play through the level again!

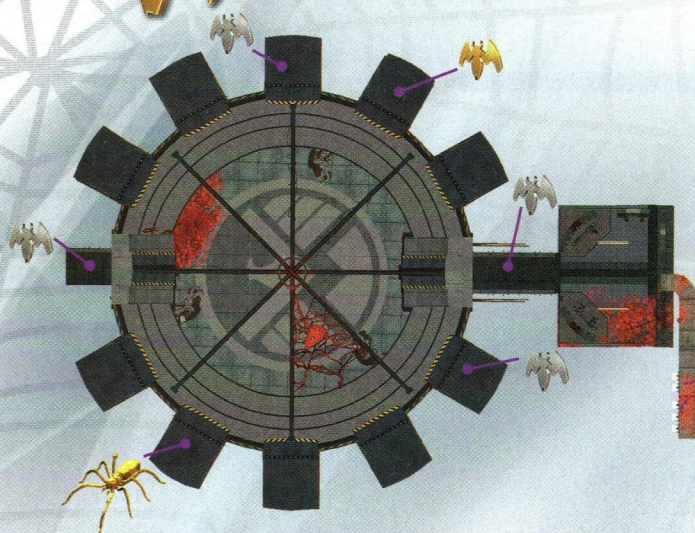


VENT SHAFTS AS THIRD CLASS TRAVEL

Web-clip onto the fallen satellite and ledge run into the open hangar. Take out the group fighting near the back wall, then proceed through the corridor into an infested launch bay. Eliminate all of the enemies in the bay. A quartet of corrupted agents then drop through the nearby vent shaft. Eliminate them and then wall-crawl up into the vent. Follow the vent into a small prison guard station.



AREA MAP



DETENTION OVERRUN



Wipe out the corpses in the guard station, then web-pull the door to get out. Proceed into the prison area. The prisoners are all Carnage creatures. These monsters are extremely resilient, even when Rage Mode is active. However, burning debris can take them out with one hit. Move away from the throng, grab a burning piece of debris, and throw it at the Carnage creatures to take them out. Repeat this until you've cleared the room, and you'll also clear the Smells Like Bacon challenge. Before leaving the prison area, turn left from the exit and web-jump up to the third level. Inside a prison cell you'll spot a **Hidden Spider**.



08 SMELLS LIKE BACON

- ▶ **OBJECTIVE:** Burn 25 symbiotic creatures using fire.
- ▶ **SPIDER ESSENCE:** +3000

Thanks to the huge number of Carnage creatures flooding the room and an abundance of burning materials to pick up and throw, this is the best location in the level to complete this challenge.

09 JAILBREAK

- ▶ **OBJECTIVE:** Successfully break out of the maximum security prison.
- ▶ **SPIDER ESSENCE:** +3000

Defeating all of the Carnage creatures in the detention area is required to proceed in the level, thus making this challenge a given.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

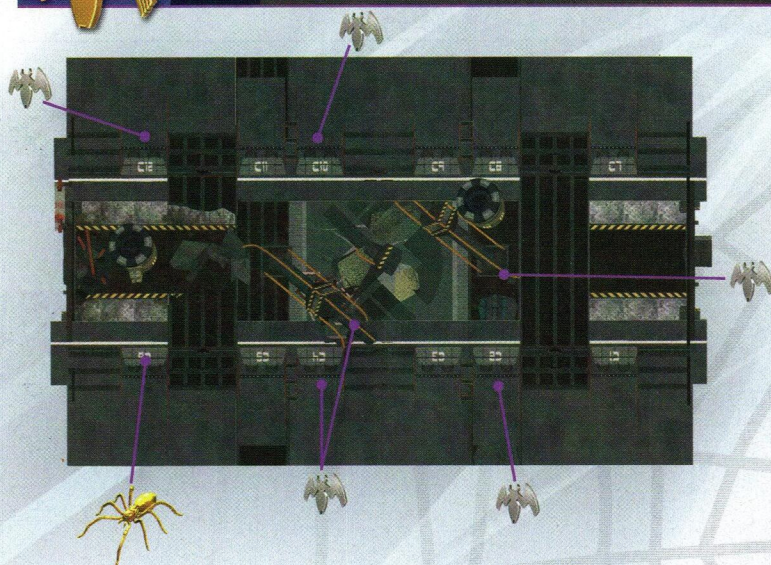
2099

ULTIMATE

FINAL ACT




AREA MAP

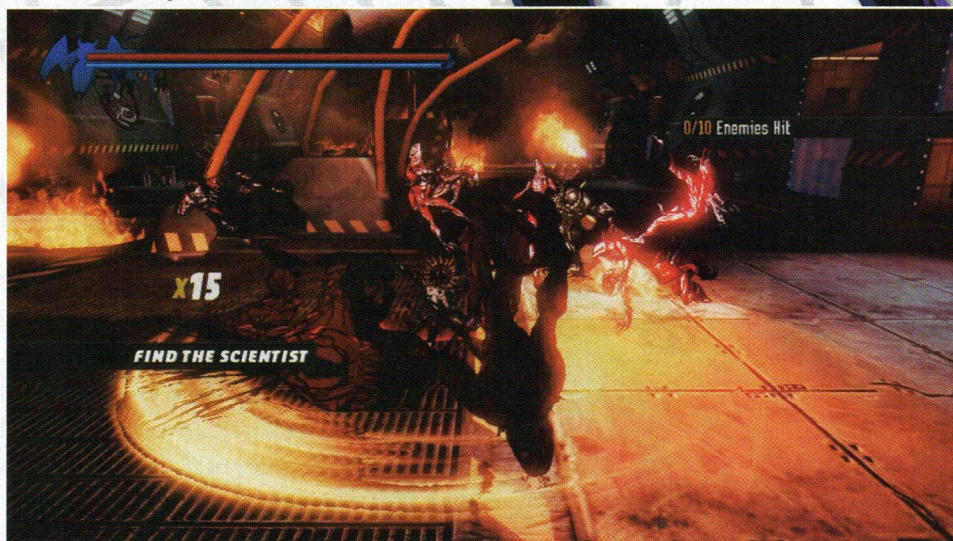


SWING TO THE RESCUE!

A scientist calls out, trapped somewhere in a multi-level detention area full of flames and wreckage. Use your Spider-Sense to locate him, as well as other goodies and enemies in the area.

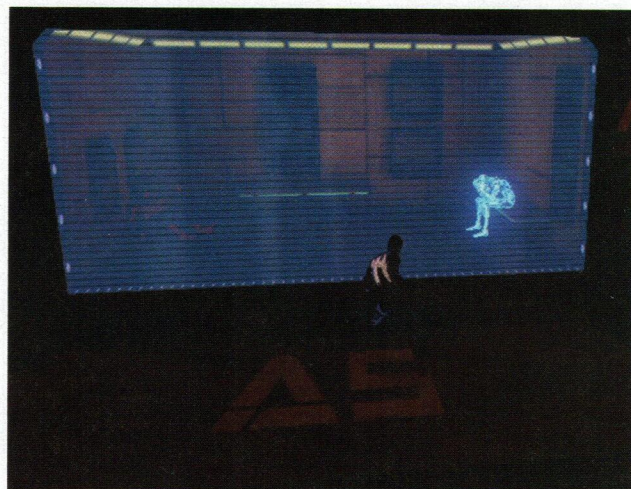
Stay on the ground a moment and take out a majority of the Spider-Slayers and Carnage creatures in the area, remembering to hurl flaming objects at the monsters.

 Fight your way to the back of the lower level, then web-jump repeatedly up to the second level. To the left you'll notice a couple of cells blocked off by fire on the platform. Inside one of the cells is a **Hidden Spider**.

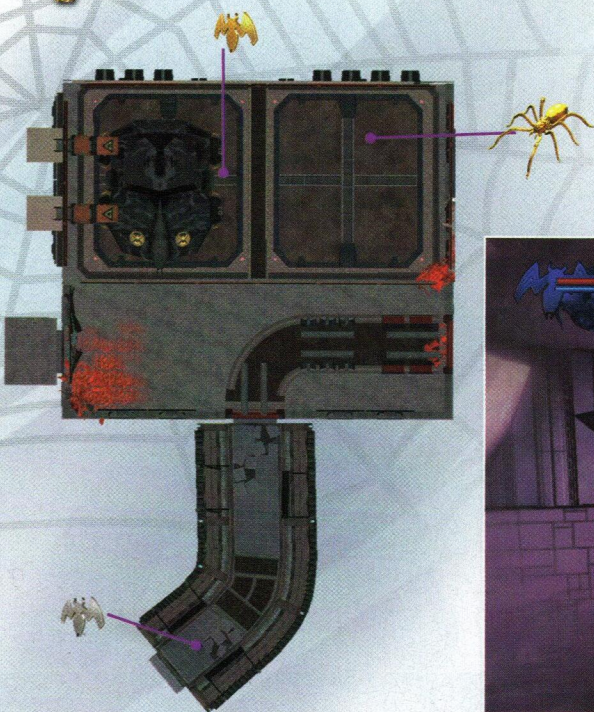


GUESS WHO'S ON LOCKDOWN?

To see a funny site, run counterclockwise around the flames and debris on the lower level. In one of the ground floor cells you'll spot Electro and Deadpool. Seems S.H.I.E.L.D. confined them together just so that Deadpool's ceaseless chatter would torture Electro!



AREA MAP



EXIT DETENTION

Return to the center of the ground floor, web-zip onto the toppling columns and ledge run up to the top. Grab the screaming scientist, who stands in a cell on the left on the second level. A hole explodes in the back wall of the room. Web-swing over to the hole, jump through into a small hangar, and drop the scientist in the ring of light.



BARRICADE RUSH



Turn around and you'll see a horde of corpses breaking through the barricade blocking the exit from the room. Go meet them head-on, striking individuals just until the Rage Meter is full. Then activate Rage Mode to knock them all back at once. When the group re-forms around you, press and hold attack then release to hit ten of them with a Single Charge attack. This event provides the best and basically last opportunity in this level to complete both the Knocked Back and Strike! challenges. There's also a **Hidden Spider** crawling in the mechanic's pit below the raised hydraulic platform.

10 KNOCKED BACK

- ▶ OBJECTIVE: Trigger the Rage Mode to knock back 25 corrupted S.H.I.E.L.D. agents.
- ▶ SPIDER ESSENCE: +2000

Completing this challenge requires you to fill the Rage Meter, then allow a large group of corrupted agents to nearly surround you. Activate Rage Mode to blast them all back at once, clearing this challenge.

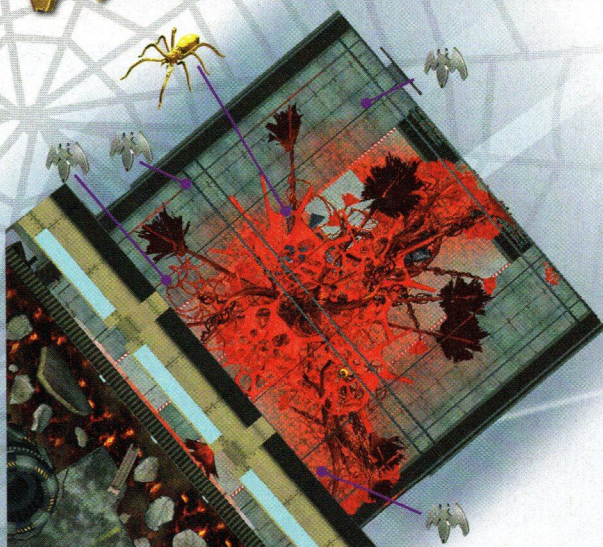
11 STRIKE!

- ▶ OBJECTIVE: Hit 10 enemies with a single charged attack.
- ▶ SPIDER ESSENCE: +3000

The Ultimate Charge Attack upgrade is required to complete this challenge. Ultimate Quick Charge and Ultimate Charge Lv2 upgrades will also help. While a large group of corpses are surrounding Spider-Man, press and hold the attack button and then release it to perform a Charge Attack. Spider-Man's black suit emanates spikes in all directions, piercing hopefully 10 nearby foes. This move is far easier to initiate when Rage Mode is active.



AREA MAP



EXIT THE BUILDING



Proceed through the short corridor into the next fighter jet hangar. The enemies are scattered enough that triggering Rage Mode here is probably difficult and unnecessary. Another **Hidden Spider** crawls on the wing of the plane that is partially covered in Carnage goo.



Defeating enough enemies causes the hangar doors to open. Eliminate the remaining enemies and collect the Spider Emblems in the hangar before web-zipping through the open doors.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

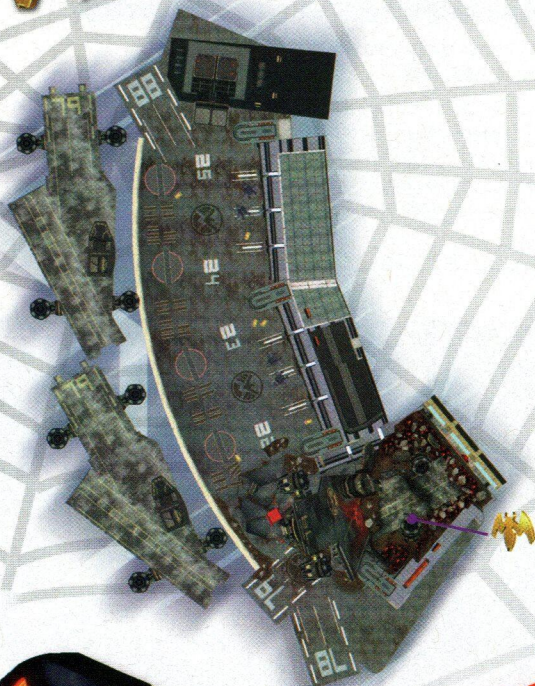
ULTIMATE

FINAL ACT





AREA MAP



12 EMBLEM COLLECTOR

► OBJECTIVE: Collect 35 Spider Emblems.

► SPIDER ESSENCE: +3000

If you've been collecting Spider Emblems quite actively in every area thus far, the ones in the airplane hanger should bring your total up to 35 or even more.

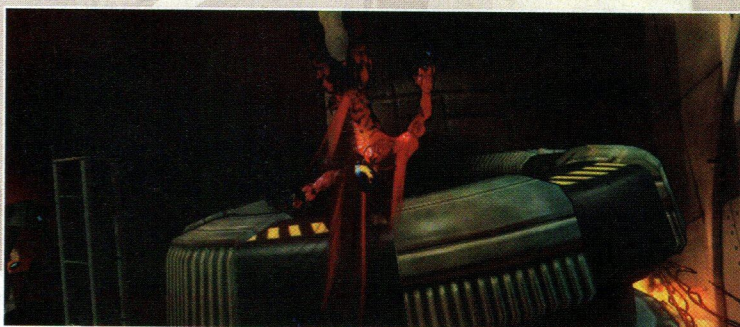
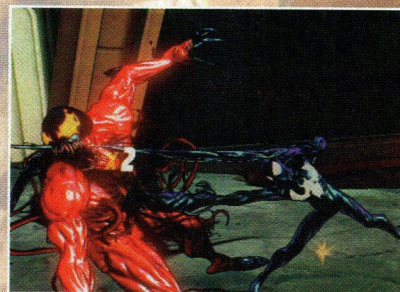


HP: 80,000
2-HIT SLASH: 7500, 12,500
LEAP ATTACK: 5000
GROUND SPIKES: 20,000
SEEKERS: 5000
ZIP ATTACK: 10,000
REPULSIVE SPIKES: 20,000

BOSS CARNAGE

On the ruins of a fallen Helicarrier, Carnage attacks Spider-Man. In first person fight mode, dodge its claw swipes and then pummel it repeatedly. Spider-Man then throws the creature into the nearby Helicarrier reactor, inflicting massive damage to Carnage before it's ejected. That's one way to damage Carnage, but how to get him back in? Web-clip onto the lip of the reactor and wait for Carnage to approach. When your Spider-Sense tingles, press Jump to drop to the ground. Quickly turn your camera around until a perch point appears on the reactor lip, and then zip kick Carnage into the reactor.

Kicking him into the reactor is the best way to deal with Carnage. Although you can fight him on the ground and trigger Rage Mode, the damage sustained is greater than the damage you inflict. Plus Carnage occasionally spreads himself through the ground, creating a million squiggly little worms that will grab Spider-Man and hold him



in place. If you get hit with this attack, you'll be sorry. The best defense against any of Carnage's ground attacks is to web-clip to the nearest perch. However, after completing the Carnage BBQ challenge and knocking his health down to a sliver, goading him onto the reactor lip can be more trouble than it is worth. In that case, simply drop to the ground, trigger Rage, and take him out of the fight.

13 CARNAGE BBQ

- ▶ OBJECTIVE: Throw Carnage in a Helicarrier Reactor 5 times.
- ▶ SPIDER ESSENCE: +7500

Counting the first time, which occurs immediately after the first person boxing event, you must throw Carnage into the Helicarrier reactors 5 times during this battle to complete this challenge.

INCOMING!!!

Web-swing repeatedly toward the camera as a S.H.I.E.L.D. Helicarrier crashes behind you. Bet you don't do anything quite as exciting as *that* in real life, huh?



14 CRASH 'N BURN

- ▶ OBJECTIVE: Survive the Helicarrier crash.
- ▶ SPIDER ESSENCE: +3000

Spider-Man must outrun the crashing Helicarrier with repeated web-swinging in order to continue the level.

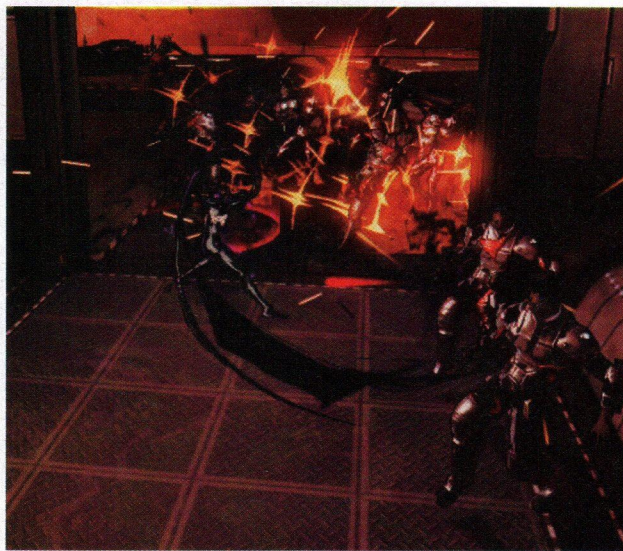


AREA MAP



FIGHT TO THE TOP

Airlifted into the S.H.I.E.L.D. command tower, Spider-Man must chase Carnage to the top floor. Take out the corpses in the room, then proceed through the corridor and trigger Rage to clear out another highly infested area.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

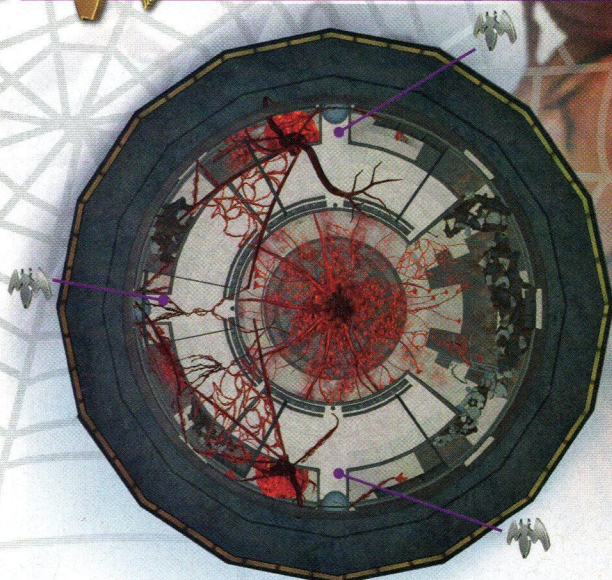
FINAL ACT



Web-clip onto the railing running outside the broken window. Run to the left side of the screen to find the eighth and final **Hidden Spider** crawling on the wall, plus a Silver Spider Emblem after that. Then run back the other direction. Web-clip over the gap in the rail and continue running. At the end, web-clip onto the wall and crawl upward and to the left. Web-clip over to another rail, cross it to the next wall segment, then crawl upward again. Web-clip to the rail on the right, then jump through the hole in the window into another control room. Proceed into the next room and take out another large group of corrupted agents. Web-clip to the rail outside the next broken window, and wall-crawl to the top of the tower.



AREA MAP

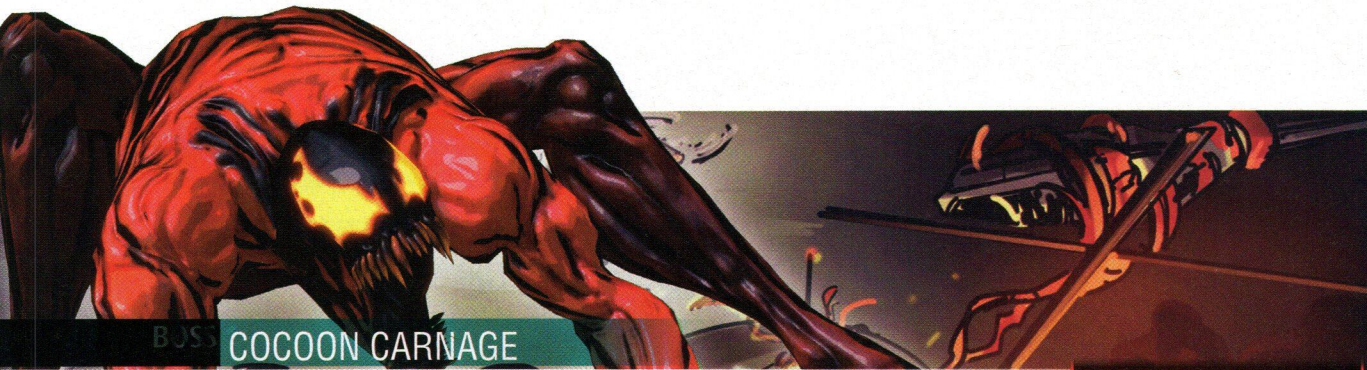


15

FEEDING FRENZY

- ▶ **OBJECTIVE:** Force Carnage to destroy 3 friendly Slayers during the final encounter.
- ▶ **SPIDER ESSENCE:** +3000

Protecting the Spider-Slayers is difficult enough that this challenge should complete itself. However, toward the end of the battle when Carnage's health is but a sliver, check to see how many Spider-Slayers still need to be destroyed to complete this challenge, and let it happen.



BOSS COCOON CARNAGE



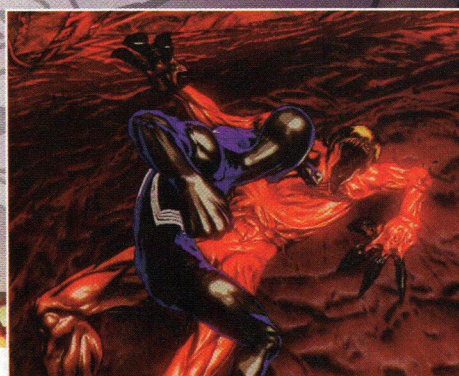
S.H.I.E.L.D. deploys three new Spider-Slayers to attack Carnage's giant cocoon. These drones recognize Spider-Man as an ally, and will not attack him. Your job is to prevent the Carnage creatures from killing the Spider-Slayers while they attack the cocoon with flamethrowers. While fighting off the creatures, allow your Rage Meter to build. Activate it briefly only if necessary to keep at least one Spider-Slayer burning away at the cocoon. If all three Spider-Slayers are wiped out then you'll have to wait until

HP: 80,000
2-HIT SLASH: 10,000, 15,000
LEAP ATTACK: 10,000
GROUND SPIKES: 25,000
ZIP ATTACK: 10,000
DRAIN: 2000 per second
REPULSIVE SPIKES: 25,000
TENDRIL SWIPE: 10,000

more are deployed, prolonging the battle unnecessarily and making it harder to stay alive in the face of the Carnage creature onslaught.

When the Spider-Slayers have damaged the cocoon enough, Carnage pops out. Spider-Man leaps onto Carnage for a little first person boxing match. Avoid its claw swipes and pummel it until Spider-Man flings it into the rafters. Carnage bounces back for a little time on top, and then breaks away for a real fight. Activate Rage Mode and whip it repeatedly until it goes back into the cocoon.

The entire series starts over again. Protect the Spider-Slayer as best you can, using as little Rage as possible. Once they torch the beast out of its cocoon, beat it senseless and then activate Rage and beat it some more. Repeat until the end of the battle.



WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

RANKING: LEVEL 12

LEVEL 12 RANKING CRITERIA

MEDAL	COMBO RATING	EMBLEMS COLLECTION	CLEAR TIME
	19,000+	45+	00:35:00 or less
	15,000 - 18,999	35 - 44	00:45:00 - 00:34:59
	13,000 - 14,999	20 - 34	01:00:00 - 00:44:59
	0 - 12,999	0 - 19	01:00:01+

BONUS GALLERY UNLOCKS:

EASY MODE	NORMAL	
CHARACTER BIOS	DIMENSION	CONCEPT ART
Carnage	Ultimate	Carnage 1-13
S.H.I.E.L.D. Corpse		
Spider-slayer Mark II		

HARD

CARNAGE	CARNAGE CREATURES

HARD

S.H.I.E.L.D. CHARACTERS





FINAL ACT:

MYSTERIO

ENEMY	TYPE	HP
Mysterio Kamikaze	Light Creature (Kamikaze)	100
Mysterio Creature	Light Creature	3400

RESTORE THE UNIVERSE!

With the Tablet of Order and Chaos restored, Mysterio now possesses true magic powers. Fragmenting reality to suit his own purposes, he makes himself god of his domain. The four Spider-Men must work together, each in their own dimension, to overthrow Mysterio before what's done cannot be undone.





MYSTERIO

REAL NAME: Quentin Beck

IDENTITY: Known to authorities

OCCUPATION: Demonic minion; former criminal, stuntman, special-effects designer

CITIZENSHIP: U.S.A with a criminal record

PLACE OF BIRTH: Riverside, California

EDUCATION: High school graduate

FIRST APPEARANCE: *Amazing Spider-Man* #13 (1964)

Quentin Beck was once one of the premier special-effects men in all of Hollywood. But eventually the thrill of making illusions come to life on the big screen wasn't enough for him. He was looking for something far more challenging and spectacular: illusions in the real world—things people would talk about for generations.

For one of his first stunts, Beck used his skills to duplicate Spider-Man's abilities. He planned to frame the Wall-Crawler for a series of crimes, and then capture him as an all-new "hero" called Mysterio, the Master of Illusion. After Spidey proved himself innocent and captured Mysterio, Beck had finally found the challenge he was looking for! He would use his special effects to mess with Spidey's head, to pull off bigger and better crimes, and to defeat the spectacular Spider-Man once and for all!

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

NOIR DIMENSION



STAGE MAPS: NOIR

Spider-Man Noir must sneak up on Mysterio for a takedown by moving through the shadows. Every few seconds Mysterio creates a large energy orb that lights the entire area. Whenever he holds this ball aloft, you must be hiding in shadows. If not, he fires the ball at you and inflicts massive damage.

At the starting point, move behind the nearest half-wall and wait for Mysterio to create an orb. As the glow dies off, run to the edge forward edge of the platform and web-zip to the next. Hide in shadow, wait for Mysterio to create another orb, then move again. Web-zip from platform to platform towards Mysterio, avoiding being seen.





WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

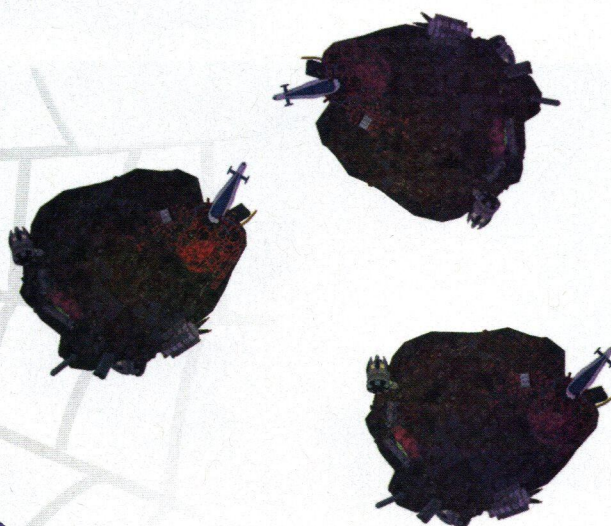
FINAL ACT

When you reach Mysterio, web-clip to the next platform going clockwise around him. Eventually you'll come to a long, slanted wall. Crawl up this long wall until you reach a flat surface. Press the Grab button to initiate a Web-Pull, then mash the Grab button repeatedly to crack Mysterio's fish bowl on a rock.

ULTIMATE DIMENSION

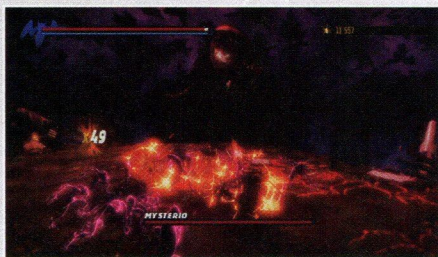


STAGE MAPS: ULTIMATE



BOSS ULTIMATE MYSTERIO

Ultimate Spider-Man takes over. Mysterio creates a swarm of creatures on the platform where you stand. Attack them until the Rage Meter is full, then activate Rage Mode and defeat them all. Deactivate Rage immediately when done; conserve some for later.



Mysterio retaliates by firing black clouds at Ultimate Spider-Man. Dodge these, then get ready for his next assault. Mysterio creates hovering orbs that glow red. While they are glowing red, do not touch them or move beneath them or you'll suffer damage. After hovering momentarily, the orbs emit lightning that creates a copycat of a previously defeated boss, such as Hobgoblin or Sandman. Dodge these simulacrum's attacks if necessary, but otherwise ignore them. The orb that created the boss imitation turns purple. Jump up and web-strike punch the orb until it shatters. Destroying the orb not only wipes out any boss imitation creatures, but also hurts Mysterio.

Subsequently, Mysterio creates multiple hovering orbs at once, and also creates more hordes of creatures to surround and attack Ultimate Spider-Man. Focus on web-strike punching the purple orbs. If the ground gets too cluttered with enemies, or if your health wanes, activate Rage Mode to blow them all back and quickly eliminate a few to regain some health.

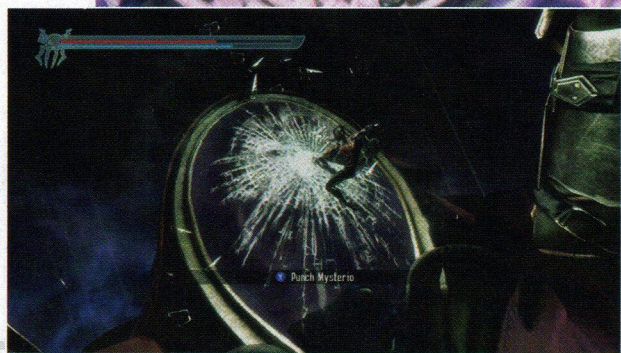
When Mysterio's health is reduced by a third he shatters your platform. Web-jump repeatedly to stay aloft, then web-zip forward across the floating fragments to reach the new platform Mysterio creates closer to himself. Avoid creatures on the ground and web-strike more hovering purple orbs to damage Mysterio further. When his health is down by two-thirds, he breaks the platform again and creates another even closer to himself; web-zip across the fragments to reach it. Rage against more creatures and web-strike more hovering orbs to continue damaging Mysterio.



When Mysterio's life is down to a sliver, he grows exhausted and leans on the platform. Quickly rush him and press Grab to initiate a Web-Pull. Mash the Grab button to smash Mysterio's fishbowl on the ground, ending Ultimate Spider-Man's portion of the battle.



2099 DIMENSION



FREEFALL THROUGH 2099

Spider-Man 2099 enters freefall mode, chasing Mysterio as he falls down an endless void. Hold the Jump button to accelerate in order to reach Mysterio, grab him, and punch his helmet repeatedly.

As you accelerate toward him, Mysterio casts black clouds. These are fairly easy to swerve around, but activate Spider-Sense to see them better if you have problems.

Mysterio also creates glyph rings so large that your only option is to pass directly through them. Avoid the outer edges of the glyphs as well as the quarter that is blocked; otherwise the glyph explodes, inflicting massive damage. At first, a quarter of the glyph ring's interior will be blocked; but soon half of the glyph will be blocked, and then three quarters of it. Activate Accelerated Vision to help you steer successfully through the open part of glyphs. Reach Mysterio three times, grab him, and punch his helmet repeatedly.

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

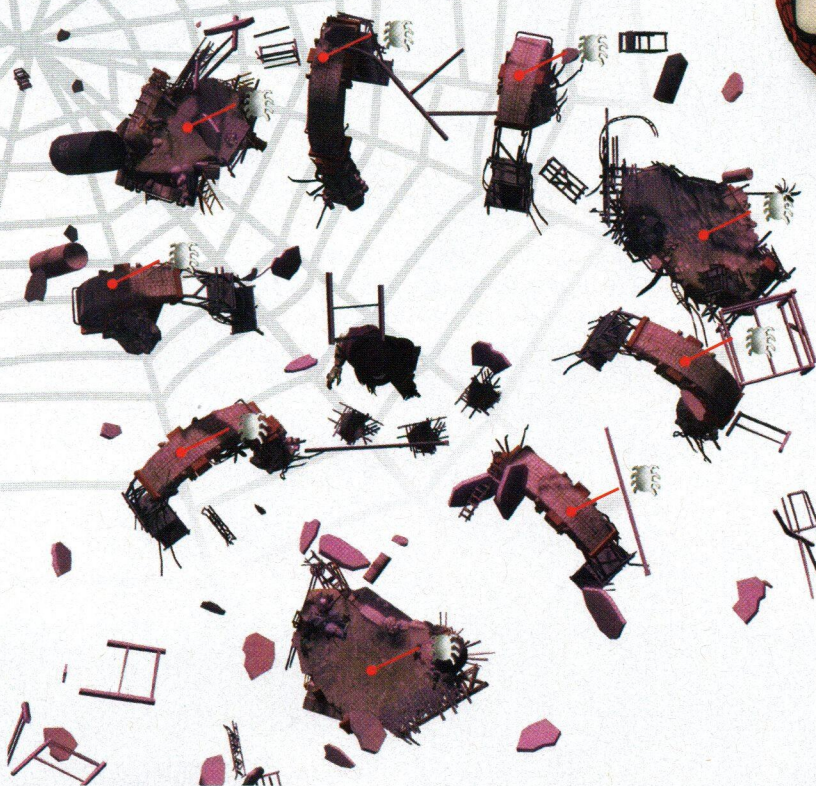
ULTIMATE

FINAL ACT

AMAZING DIMENSION



STAGE MAPS: AMAZING



BOSS AMAZING MYSTERIO

As the final battle begins, web-swing toward Mysterio and land on the nearest platform. Mysterio creates a horde of creatures to attack Amazing Spider-Man. Without the benefits of Rage Mode or Accelerated Vision, crowd control can prove difficult. Repeated use of the Amazing Web Hammer Combat Upgrade (available at 140 Challenges complete, 25,000 Spider Essence) is extremely effective at dealing with these creatures and reducing the damage Spider-Man sustains. If this upgrade is not available then use Air Launchers and Aerial Rushes to knock groups of foes off the ground and eliminate them mid air repeatedly. Either way, the best strategy is to stay off the ground as much as possible to avoid being surrounded and ambushed from all sides.

Furthermore, Mysterio casts intermittent barrages of black clouds at you. Dodge roll behind a large cement mixer wrecked on the left side of the platform; the black clouds cannot reach you here. Stay behind the cement mixer and continue taking out creatures.

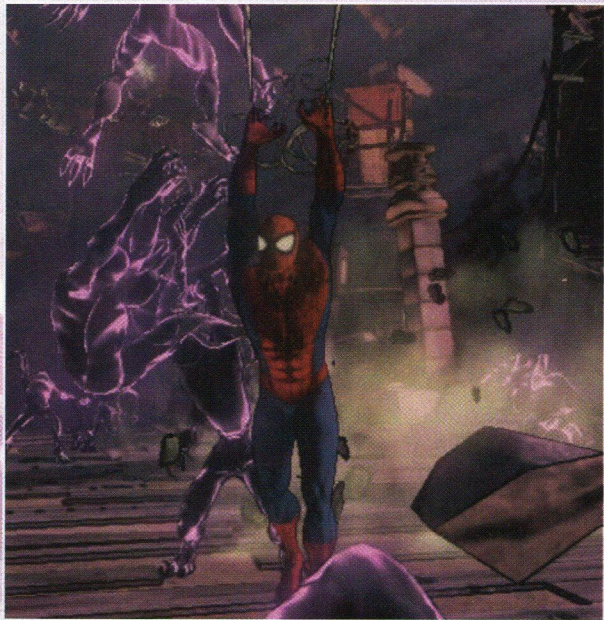


When most of the creatures have been destroyed, a quick camera close-up shows a chunk of debris on the platform. Approach it and press the Grab button to initiate a Web-Pull. Mash the Grab button to launch the chunk at Mysterio, cracking his helmet further and knocking a quarter off his health meter.

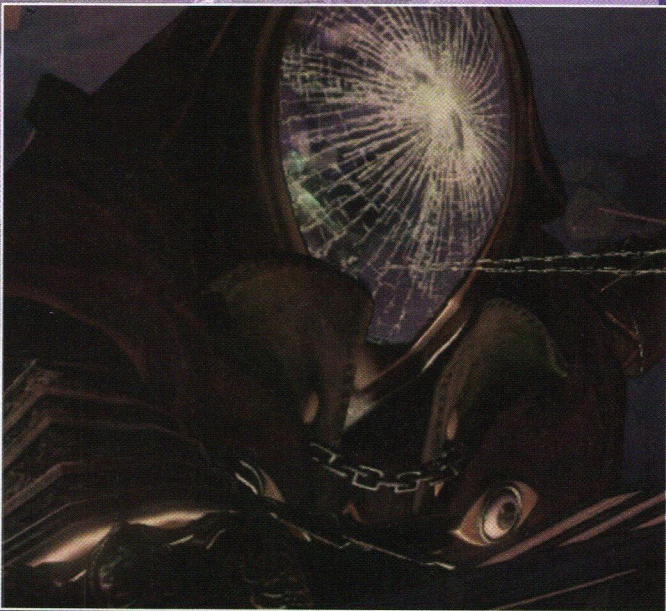


Web-jump repeatedly to gain plenty of altitude and jump toward the floating archway on either side. Collect the Spider Emblem atop the arch, and web-zip over to the next. Continue jumping along the outer ring around Mysterio until you reach another flat platform.

Again you must defeat all creatures appearing on the platform to have an opportunity to launch another chunk of debris at Mysterio. Only this time, there's no cement mixer truck to hide behind when Mysterio fires black clouds at you. If on the ground, use dodge rolls to avoid the black clouds. Staying in the air and performing aerial combos should keep Spider-Man mobile enough that he avoids the black clouds. When the platform is clear, web-pull and shoot another debris chunk at Mysterio to take his health down by another third.



Web-swing to another platform, fight another group of creatures while dodging Mysterio's blasts, and then fling another debris chunk at him. With only a quarter of his health remaining, Mysterio leans on some hovering platforms in exhaustion. Quickly web-swing over to the platforms near Mysterio to initiate a Web-Pull. Mash the Grab button to yank his head down for a power-punch, ending the battle.



RANKING: LEVEL 13

LEVEL 13 RANKING CRITERIA

MEDAL	COMBO RATING	EMBLEMS COLLECTION	CLEAR TIME
	19,000+	12+	00:20:00 or less
	15,000 - 18,999	10 - 11	00:25:00 - 00:19:59
	13,000 - 14,999	5 - 9	00:30:00 - 00:24:59
	0 - 12,999	0 - 4	00:30:01+

BONUS GALLERY UNLOCKS:

EASY MODE	NORMAL	
CHARACTER BIOS	DIMENSION	CONCEPT ART
Mysterio	Other	Cosmic Spider-Man Mysterio 1-4

HARD

2099 MYSTERIO	2099 ALTERNATE SUITS

HARD

AMAZING ALTERNATE SUITS	NOIR ALTERNATE SUITS

WALKTHROUGH

TUTORIAL

ACT 1

AMAZING

NOIR

2099

ULTIMATE

ACT 2

AMAZING

NOIR

2099

ULTIMATE

ACT 3

AMAZING

NOIR

2099

ULTIMATE

FINAL ACT

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Spider-Man: Shattered Dimensions is a fantastic video game, plain and simple. However, it also surpasses any hopes of Marvel fans who have grown up with the wall crawler. This imaginative game has only made us crave more games of this caliber based on our favorite heroes. So, a special thank you goes out to everyone at Beenox for creating a game that makes players smile in the same way we did the first time we read a Spider-Man comic!

Thanks also to everyone at Marvel and Activision for their help in bringing this to guide light.

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ABOUT THE AUTHOR

Dan Birlaw has written more than 65 official strategy guides for video games over the last eleven years. Recent games he's written about include Alpha Protocol, Resonance of Fate, and Jak and Daxter: The Lost Frontier. He lives in Las Vegas, Nevada with Laura, his wife of seventeen years.

ATVI CREDITS

Head of Business Development ► **DAVE ANDERSON**

Manager, Business Development ► **LETAM BIIRA**

Associate Producers ► **KEVIN UMBRIGHT**
MATTEW MIZUTANI

Production Coordinator ► **DENNIS BERNARDO**

Senior Producer ► **MEGHAN MORGAN**

SPIDER-MAN™

SHATTERED DIMENSIONS

OFFICIAL STRATEGY GUIDE

Written by Dan Birlaw

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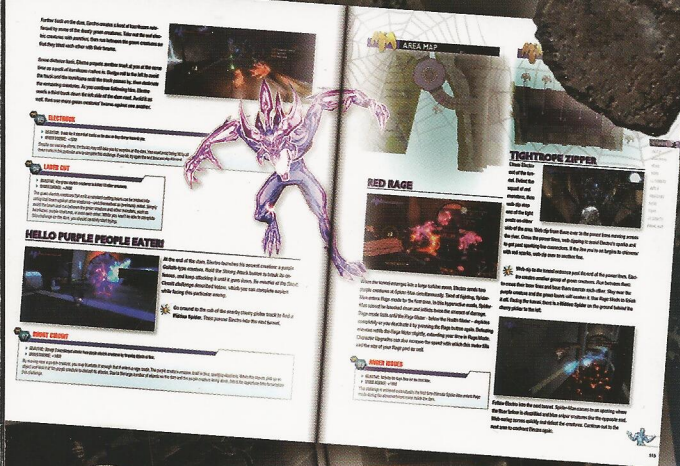
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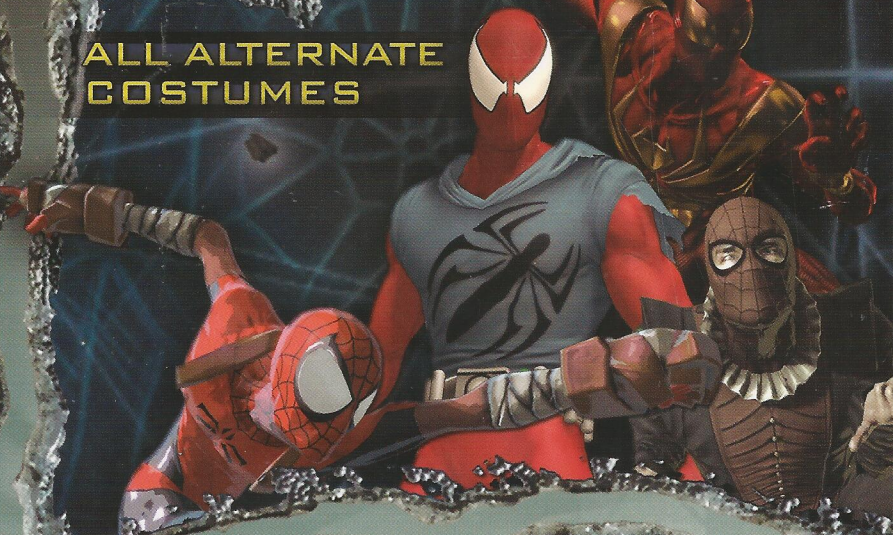


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